

ATTACHMENT 1

Pursuant to 47 C.F.R. § 63.24(f), Megaport (USA), Inc. (“Megaport USA,” FRN 0024494494), notifies the Commission of a *pro forma* transfer of control of its international Section 214 authorization. Megaport USA, certain of its affiliates, and their controlling owner, Mr. Bevan Slattery have completed a two-part corporate restructuring to facilitate more efficient management and capital-raising. *First*, Mr. Slattery created a holding company, Megaport Limited, to hold his interests in Megaport USA and certain affiliates. *Second*, Mr. Slattery granted minority interests in Megaport Limited through a private placement and allocation of shares to employees. This restructuring was completed on October 7, 2015. Mr. Slattery remains the controlling owner of Megaport USA, and the restructuring therefore constitutes a *pro forma* transaction under the Commission’s rules.

On July 31, 2015, Megaport USA also converted from a Delaware limited-liability company to a Delaware corporation and changed its name from Megaport (USA), LLC, to Megaport (USA), Inc. Under Delaware law, when a limited-liability company converts to a corporation, “the corporation . . . shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the converting other entity” and “the conversion . . . shall constitute a continuation of the existence of the converting [limited-liability company] in the form of a corporation of this State.” Del. Code Ann. tit. 8, § 265(f), (g). Megaport USA was never merged out of existence or amalgamated into another entity. Moreover, its assets were never sold, assigned, or transferred as part of the conversion. Instead, Megaport USA exists as the same entity, with a different name. Whereas it was previously known as Megaport (USA),

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LLC, its name is now Megaport (USA), Inc. Because Megaport USA exists as the same corporate entity and merely changed its entity type and its name, it holds the same taxpayer identification number issued by the Internal Revenue Service (whereas it would have been issued a different one were it in fact a different entity, which it is not). As a result, there was no change in corporate structure or *pro forma* assignment that would require FCC notification or approval.

Answer to Question 10

Correspondence concerning this notification should be sent to:

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Megaport USA holds international Section 214 authority for global facilities-based and global resale services pursuant to 47 C.F.R. §§ 63.18(e)(1) and (2). *See* FCC File No. ITC-214-20150416-00090.

Answer to Question 11

Megaport Limited is an Australian unlisted public company that operates as a holding company operating subsidiaries engaged in the business of telecommunications. Megaport Limited has only one 10-percent-or-greater direct or indirect shareholder:

Bevan Slattery

Address: 14-16 Church Street, Fortitude Valley, Queensland, Australia 4006

Citizenship: Australia

Relationship: owns 67 percent of, and controls, Megaport Limited

Answer to Question 12

Mr. Slattery, Megaport Limited's Executive Chairman, also holds the following interlocking directorates with foreign carriers:

Foreign Carrier	Position
Superloop (Australia) Pty Ltd	Executive Chairman and Director
Superloop (Singapore) Pte. Ltd.	Executive Chairman and Director
Superloop (Hong Kong) Limited	Director
Megaport (Hong Kong) Limited	Executive Chairman and Director
Megaport (Singapore) Pte Limited	Executive Chairman and Director
SubPartners Pty Limited	CEO and Director

Answer to Question 13

Megaport completed its restructuring transaction on October 7, 2015. *First*, Mr. Slattery created a holding company, Megaport Limited, to hold his interests in Megaport USA and certain affiliates. At the time of creation, Mr. Slattery owned 100 percent of Megaport Limited.

Second, through a private placement with a limited number of investors and allocations of shares to company employees, third-party shareholders acquired an aggregate 33-percent interest in

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Megaport Limited. None of these new shareholders of Megaport Limited holds a ten-percent-or-greater interest in Megaport Limited. Mr. Slattery continues to own 67 percent of Megaport Limited's shares and continues to exercise control over both Megaport Limited and Megaport USA. Consequently, Megaport USA believes that the reorganization transaction effected a *pro forma* transfer of control pursuant to 47 C.F.R. § 63.24(d) and note 2 to paragraph d.