

January 30, 2020

**BY ELECTRONIC FILING**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

*Re: Pro Forma Transfer of Control of International Section 214 Authority, File Nos. ITC-214-19980918-00671, ITC-214-19981207-00860, and ITC-ASG-20160414-00138*

Dear Ms. Dortch:

Pursuant to 47 U.S.C. § 214 and 47 C.F.R. § 63.24, the undersigned hereby notify the Commission of the *pro forma* transfer of control of international Section 214 authority held by AST Telecom, LLC d/b/a Bluesky (“Bluesky”) from Amalgamated Bluesky Telecom Holdings Incorporated (“ABTHI”) to Amalgamated Bluesky Telecom Holdings LLC (“ABTH LLC”). This *pro forma* transfer of control resulted from a corporate reorganization undertaken for tax planning purposes.

**1. Background**

ATH converted ABTHI from a Delaware corporation to a Delaware limited liability company, effective December 31, 2019 (the “Conversion”). Ultimate control of Bluesky did not change as a consequence of the Conversion and is therefore *pro forma* in nature. Indeed, Delaware law treats the conversion of a corporation to a limited liability company as a continuation of the same legal entity.<sup>1</sup> Consequently, ABTHI will continue to exist post-consummation as ABTH LLC, with the same “rights, privileges and powers,” “property,” “debts due” and “all other things and causes of action” as before the conversion.<sup>2</sup>

**2. Information Required by 47 C.F.R. §§ 63.18(a)-(d) and (h) and 63.24(f)(2)**

As required by 47 C.F.R. §§ 63.18(a)-(d) and (h) and 63.24(f)(2)(i), Bluesky provides the following information:

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<sup>1</sup> See 6 Del. Code § 18-214(d)-(g) & (i).

<sup>2</sup> See *id.* § 18-214(f).

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**a. Name, Address, and Telephone Number**

AST Telecom, LLC, d/b/a Bluesky  
P.O. Box 478  
Pago Pago, American Samoa 96799  
+1 684 699 2759

**b. Place of Organization:**

Bluesky is Delaware limited liability company.

**c. Contact Information**

Bluesky's contact information is as follows:

Mr. Raj Deo  
Country Manager  
AST Telecom, LLC, d/b/a Bluesky  
P.O. Box 478  
Pago Pago, American Samoa 96799  
+1 684 699 2759  
rdeo@blueskypacificgroup.com

Correspondence concerning this filing should be sent to Mr. Deo at the address listed above, with a copy to Bluesky's external counsel:

Kent Bressie  
Harris, Wiltshire & Grannis LLP  
1919 M Street, N.W., Suite 800  
Washington, D.C. 20036  
+1 202 730 1337  
kbressie@hwglaw.com

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**d. Prior International Section 214 Authority**

Bluesky holds two international Section 214 authorizations to provide global facilities-based services (File No. ITC-214-19980918-00671) and global resale services (File No. ITC-214-19981207-00860).<sup>3</sup>

**e. Direct and Indirect Ownership; Interlocking Directorates with Foreign Carriers**

The following entities hold 10-percent-or-greater direct and indirect interests in Bluesky:

**Amalgamated Bluesky Telecom Holdings LLC (“ABTH LLC”)**

*Address:* 251 Little Falls Drive, Wilmington, Delaware 19808

*Place of Organization:* Delaware

*Principal Business:* holding company

*Interest Held:* ABTH LLC holds a 100-percent voting and economic interest in Bluesky.

**Amalgamated Telecom Holdings Limited (“ATH”)**

*Address:* Level 2, Harbour Front Building, Rodwell Rd., G.P.O. Box 11643, Suva, Fiji

*Place of Organization:* Fiji

*Principal Business:* holding company

*Interest Held:* ATH holds a 100-percent voting and economic interest in ABTH LLC.

**Fiji National Provident Fund (“FNPF”)**

*Address:* Provident Plaza Two, 33 Ellery St., Private Mail Bag, Suva, Fiji

*Place of Organization:* Fiji

*Principal Business:* superannuation fund

*Interest Held:* FNPF holds an approximate 72.6-percent voting and economic interest in ATH.

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<sup>3</sup> These authorizations were previously assigned on a *pro forma* basis to AST from American Samoa License, Inc. (“ASLI”), which was merged into AST earlier in 2016, with AST surviving. See *International Authorizations Granted*, Public Notice, 31 FCC Rcd 4672, 4673 (Int’l Bur. 2016); File No. ITC-ASG-20160414-00138.

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**Fiji Government**

Address: P.O. Box 2212, Government Buildings, Suva, Fiji

*Place of Organization:* Fiji

*Principal Business:* government

*Interest Held:* The Fiji Government holds an approximate 17.3-percent voting and economic interest in ATH.

No other entity holds a 10-percent-or-greater direct or indirect voting or economic interest in Bluesky.

ABTH LLC has the following interlocking directorates with foreign carriers:

- Mr. Ivan Fong, who serves as Chief Executive Officer of ABTH LLC, is also a director of the following foreign carriers:
  - Bluesky Samoa Limited (Samoa)
  - Telecom Cook Islands Ltd (Cook Islands)
  - ATH (Kiribati) Limited (Kiribati)
  - Telecom Vanuatu Limited (Vanuatu)
- Mr. Naibuka Saune, who serves as Director of ABTH LLC, is also a director of the following foreign carriers:
  - Bluesky Samoa Limited (Samoa)
  - Telecom Cook Islands Ltd (Cook Islands)
  - Telecom Vanuatu Limited (Vanuatu)
  - Fiji International Telecommunications PTE Limited (Fiji)
  - Telecom Fiji Pte Limited (Fiji)
- Mr. Ajith Kokagoda, who serves as Director of ABTH LLC, is also a director of the following foreign carriers:
  - Vodafone Fiji Pte Limited
  - Telecom Vanuatu Limited (Vanuatu)
  - Fiji International Telecommunications PTE Limited (Fiji)
  - Bluesky Samoa Limited (Samoa)
- Mr. Pradeep Lal, who serves as Director of ABTH LLC, is also a director of the following foreign carriers:
  - Telecom Vanuatu Limited (Vanuatu)
  - ATH (Kiribati) Limited (Kiribati)

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**f. Certification Regarding Prior *Pro Forma* Transactions**

As required by 47 C.F.R. § 63.24(f)(2)(ii), Bluesky certifies in the attached certification that this partial assignment is *pro forma* in nature and would not, when considered together with all previous *pro forma* transactions, result in a change in control of Bluesky or its international Section 214 authority.

Respectfully submitted,



Kent Bressie  
*Counsel for AST Telecom, LLC d/b/a Bluesky*

Attachment

cc: Denise Coca  
Jodi Cooper  
David Krech

## CERTIFICATION

I, Raj Deo, as Country Manager of AST Telecom, LLC, d/b/a Bluesky (“Bluesky”), hereby certify as follows:

1. I have reviewed the attached *pro forma* transfer-of-control notification and believe that it states fully and accurately the circumstances of the *pro forma* transfer of control of Bluesky’s international Section 214 authority.
2. The transactions described therein are *pro forma* in nature under the Commission’s rules and, together with all previous *pro forma* transactions, would not result in a substantive transfer of control or assignment of Bluesky’s international Section 214 authority.

I certify under penalty of perjury that the foregoing is true and correct.



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Mr. Raj Deo  
Country Manager  
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Executed January 30, 2020