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29 March 2010

BY ELECTRONIC FILING

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

Re: American Samoa Hawaii Cable, LLC Notification of Pro Forma Assignment of Interest in Submarine Cable Landing License for American Samoa-Hawaii Cable System, File No. SCL-LIC-20080814-00016

Dear Ms. Dortch:

Pursuant to Section 1.767(g)(7) of the Commission's rules,¹ American Samoa Hawaii Cable, LLC, a Delaware limited liability company ("ASHC," FRN 0017874215), hereby notifies the Commission of the *pro forma* assignment to ASHC of the interest of Pac-Rim Redeployment, LLC ("PRR," FRN 0017882309) in the cable landing license for the American Samoa-Hawaii Cable System.² The American Samoa-Hawaii Cable System (or the "ASHC System") is a non-common carrier fiber-optic submarine cable network connecting Keawaula, Hawaii, Iliili, American Samoa, and Apia, the Independent State of Samoa ("Samoa"). Following consultations with Commission staff, this notification was originally filed as a surrender notice. That original notice is hereby withdrawn and replaced with this notice of *pro forma* assignment.³

The original grant of the ASHC Cable Landing License to ASHC, PRR, and AST Telecom, LLC d/b/a Blue Sky Communications ("Blue Sky") contemplated that PRR would construct and initially own the wet-link portion of the ASHC System, including: the Hawaii-American Samoa and American Samoa-Samoa segments and the Hawaii, American Samoa, and

¹ 47 C.F.R. § 1.767(g)(7).

² File No. SCL-LIC-20080814-00016. See Public Notice, *Actions Taken Under Cable Landing License Act*, Report No. SCL-00080, DA 09-45 (Jan. 16, 2009) ("ASHC Cable Landing License").

³ See Letter from Kent Bressie, Counsel for PRR, to FCC Secretary Marlene H. Dortch, SCL-LIC-20080814-00016 (filed Jan 25, 2010) (notifying Commission of PRR's surrender of joint interest in the ASHC Cable Landing License).

Samoa shore-end portions of the system (excluding the cable stations).⁴ Upon commissioning, the ASHC Cable Landing License contemplated that ASHC would then acquire the ASHC System and ASHC would operate the wet-link and shore-end portions of the ASHC System (excluding the cable stations).⁵

On June 4, 2009, PRR assigned its interests in the ASHC System to ASHC, including the American Samoa-Hawaii segment and the Samoa-American Samoa segment. At that time, PRR had completed construction, as contemplated in the cable landing license. In a simultaneous transaction, ASHC assigned to its subsidiary Samoa American Samoa Cable, LLC (“SASC”), its interest in the Samoa-American Samoa segment of the ASHC System, while retaining ownership of the American Samoa-Hawaii segment.⁶

ASHC is a Delaware limited-liability company (“LLC”). The contact information for ASHC is as follows:

AMERICAN SAMOA HAWAII CABLE, LLC
P.O. Box 7870
Pago Pago, American Samoa 96799
+1 684 699 2100

Two entities own membership interests in ASHC: (1) eLandia Technologies, Inc. (66.66 percent) and (2) the American Samoa Government (33.33 percent).

- The American Samoa Government (“ASG”) governs American Samoa, an unincorporated and unorganized territory of the United States. Although the United States Congress has given plenary authority over American Samoa to the U.S. Department of the Interior, the Secretary of the Interior has given American Samoa the authority to draft its own constitution, under which the democratically-elected ASG functions through an executive branch led by the directly-elected governor and a

⁴ Blue Sky owns and operates the Iiili cable station in American Samoa. SamoaTel Limited owns and operates the Apia cable station in Samoa. AT&T owns and operates the Keawaula cable station. *See* ASHC Cable Landing License at 2-3.

⁵ *Id.* at 2 (stating that “PRR will construct and initially own the wet link portion of the ASHC System, including the Hawaii, American Samoa, and the Samoa shore-end portions of the system. Upon commissioning, pursuant to a Purchase Agreement, ASHC will acquire the ASHC System. ASHC will operate the wet-link portion of the ASHC System, including the Hawaii-American Samoa and American Samoa-Samoa segments, as well as the Hawaii, American Samoa, and Samoa shore-end portions of the ASHC System.”).

⁶ *See* Letter from Kent Bressie, Counsel for SASC, to FCC Secretary Marlene H. Dortch, SCL-ASG-20100125-00002 (filed Jan 25, 2010) (notifying Commission of *pro forma* assignment of Samoa-American Samoa segment from ASHC to SASC).

bicameral legislature, known as the Fono. The current governor is the Honorable Togiola T.A. Tulafono, who maintains his office at the following address:

Office of the Governor
Executive Office Building
Third Floor, Utulei
Pago Pago, American Samoa 96799.

- eLandia Technologies, Inc. (“eLandia Technologies”) is a Delaware corporation. eLandia Technologies is engaged in the provision of telecommunications products and services and information technology. eLandia Technologies’ address is 8200 NW 52nd Terrace, Suite 102, Miami, Florida 33166.
- eLandia is a wholly-owned, direct subsidiary of eLandia International, Inc. (“eLandia International”), a Delaware corporation. eLandia International is a diversified holding company with investments in the information technology and communications sectors. eLandia International’s address is 8200 NW 52nd Terrace, Suite 102, Miami, Florida 33166.
- eLandia International’s only 10-percent-or-greater shareholders is the Voting Trust (as described in greater detail in the concurrently-filed transfer-of-control application filed in connection with eLandia International’s recapitalization), which is a Delaware voting trust that now holds 45.3 percent of the voting stock of eLandia International (and also holds non-voting preferred stock of eLandia International). Stanford International Bank Ltd. (“SIBL”), which is currently in receivership, holds Voting Trust Certificates which entitle SIBL to dividends and distributions from eLandia International, if any, in respect of the shares SIBL deposited in the Voting Trust. Mr. Pizarro, as the trustee of the Voting Trust, has the power and authority to vote the eLandia International common stock held by the Voting Trust. Mr. Pizarro controls 45.3 percent of eLandia International’s common stock as the trustee of the Voting Trust. Mr. Pizarro individually owns approximately 2.9 percent of eLandia International’s common stock. Accordingly, Mr. Pizarro controls 48.1 percent of the voting stock of eLandia International.

Mr. Pizarro is a U.S. citizen and is the Chief Executive Officer of eLandia International. Mr. Pizarro’s address is c/o eLandia International, Inc., 8200 NW 52nd Terrace, Suite 102, Miami, Florida 33166.

By the attached certification, ASHC certifies that the assignment of PRR’s interests in the ASHC Cable Landing License was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, does not result in a substantive assignment or transfer of control.

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ASHC regrets that it did not notify the Commission of the *pro forma* assignment of PRR interests in the ASHC Cable Landing License within thirty days, as required by the Commission's rules. ASHC commits that such actions will not be repeated in the future.

Should you have any questions, please contact Kent Bressie at +1 202 730 1337 or kbressie@wiltshiregrannis.com.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Kent D. Bressie".

Kent D. Bressie
Jonathan B. Mirsky
Counsel to American Samoa Hawaii Cable, LLC

Attachments

CERTIFICATION

I, Harley M. Rollins, as Chief Financial Officer of eLandia Technologies, Inc., which serves as the Managing Member of American Samoa Hawaii Cable, LLC, hereby certify to the following:

- (1) All of the information contained in the attached notification letter is true and accurate to the best of my knowledge;
- (2) The assignment effected by the *pro forma* assignment of the ASHC Cable Landing License, as described in the notification letter, was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, does not result in a change in the ultimate control of the cable landing license for the ASHC System; and
- (3) No party to this notification is subject to a denial of federal benefits, including FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.



29 March 2010

Harley L. Rollins
Chief Financial Officer, eLandia Technologies, Inc., as
Managing Member of American Samoa
Hawaii Cable, LLC

CERTIFICATE OF SERVICE

I, Kent D. Bressie, hereby certify that consistent with Section 1.767(j) of the Commission's rules, 47 C.F.R. § 1.767(j), I have served copies of the foregoing notification of partial *pro forma* assignment by hand- or overnight delivery on this 29th day of March 2010, to the following:

Ambassador Philip Verveer
U.S. Coordinator
Int'l Communications & Information Policy
Bureau of Economic and Business Affairs
U.S. DEPARTMENT OF STATE
EEB/CIP : Room 4826
2201 C Street, N.W.
Washington, D.C. 20520-5818

Kathy Smith
Chief Counsel
U.S. DEPARTMENT OF COMMERCE/NTIA
14th Street and Constitution Avenue, N.W.
Room 4713
Washington, D.C. 20230

Hillary Morgan
Deputy General Counsel, Regulatory &
International Law
Code RGC
DEFENSE INFORMATION SYSTEMS AGENCY
701 South Courthouse Road
Arlington, Virginia 22204

A handwritten signature in black ink, appearing to read "Kent D. Bressie", is written over a horizontal line.

Kent D. Bressie