BINGHAM

Ulises R. Pin Direct Phone: 202-373-6664 Direct Fax: 202-373-6001

July 29, 2013

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: Bharti Airtel Limited, Notification of Pro Forma Assignment to Its Wholly-Owned Subsidiary, Network i2i Limited

Dear Secretary Dortch:

Bharti Airtel Limited ("<u>Bharti Airtel</u>") and Network i2i Limited ("<u>i2i</u>"), by their undersigned counsel submit this Notification of Pro Forma Assignment, pursuant to Section 1.767(g)(7) of the Commission's Rules, 47 C.F.R. § 1.767(g)(7).

Bharti Airtel is a voting member of, and has a higher than 5% interest the the Asia America Gateway System ("<u>AAG</u>"), a submarine cable connecting Asia to the United States. The AAG system has been licensed by the Commission and Bharti Airtel is a licensee under the license (the "<u>FCC License</u>").¹

By this pro forma assignment filing, Bharti Airtel and i2i are providing the Commission notice of an assignment of Bharti Airtel's interest in the AAG system and the FCC License to its wholly-owned subsidiary, i2i (the "<u>Transaction</u>"). i2i is a corporation organized under the laws of Mauritius.

The Transaction is governed by Mauritius law and was consummated with effect as of July 1, 2013. The Transaction greatly simplifies the management of Bharti Airtel's international network by holding all of Bharti Airtel's submarine cable assets around the world in a wholly-owned subsidiary especially created for these purposes, i2i. However, the Transaction does not and will not affect the ultimate control of Bharti Airtel or the FCC License. After consummation of the Transaction, Bharti Airtel still retains indirect control of the FCC License.

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See FCC File No. SCL-LIC-20070824-00015.

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The assignment of the FCC License is *pro forma* as defined under Section 63.24 of the Commission's Rules, 47 C.F.R. § 63.24, as it does not result in a *de jure* or *de facto* change of control in Bharti Airtel. Moreover, there will be no change in the existing services offered to customers or the rates of Bharti Airtel's existing services.

As required by Sections 1.767(g)(7) and 63.24(f)(2) of the Commission's Rules (47 C.F.R. §§ 1.767(g)(7) and 63.24(f)(2)), Bharti Airtel and i2i provide the following information required by 63.18(a) through (d) and (h) of the Commission's Rules (47 C.F.R. § 63.18):

1. <u>Section 63.18(a)</u>: Name, address and telephone number of Bharti Airtel and i2i:

Bharti Airtel Limited FRN: 0016729790 Bharti Crescent, 1 Nelson Mandela Road Vasant Kunj, Phase II, New Delhi – 110070, India Tel: +91 124 4243188; +91 9717888544

Network i2i Limited FRN: 0021563382 c/o Multiconsult Limited, Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius. Tel: +91 124 4243188; +91 9717888544

2. <u>Section 63.18(b)</u>: Bharti Airtel is a corporation organized under the laws of India. i2i is a corporation organized under the laws of Mauritius.

3. <u>Section 63.18(c)</u>: Correspondence concerning this filing should be sent to:

Ulises R. Pin Bingham McCutchen LLP 2020 K Street, N.W. Washington, DC 20006-1806 (202) 373-6664 (Tel) (202) 373-6001 (Fax) u.pin@bingham.com

4. <u>Section 63.18(d)</u>: i2i will operate as a member of the AAG system under the FCC License.

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5. <u>Section 63.18(h)</u>: The name, address, citizenship and principal business activity of any person having a 10% or greater interest in i2i is as follows:

Name:	Bharti Airtel Limited
Address:	Bharti Crescent
	1, Nelson Mandela Road
	Vasant Kunj, Phase II,
	New Delhi – 110070, India
Principal Business:	Telecommunications
Ownership Interest:	100%

Other than as previously reported to the Commission, there are no changes in Bharti Airtel's ownership. Other than as previously reported to the Commission, there are no interlocking officers or directors to report.

Bharti and i2i certify that the Transaction is *pro forma* and that, together with all previous *pro forma* transactions, will not result in a change in the ultimate controlling shareholders of Bharti Airtel.

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 Bharti Airtel Limited and Network i2i Limited

Attachments

cc: Don Mihsill

CERTIFICATION

On behalf of Bharti Airtel Limited, I hereby certify that the foregoing Pro Forma Assignment 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.

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BHARTIAIRTEL LIMITED By: Name: AJAY CHITKARA GLONAL DANS VOICE, BUARTI AIRTELLIMITED Title: CEO, Date: July 29th 013

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CERTIFICATION

On behalf of Network i2i Limited, I hereby certify that the foregoing Pro Forma Assignment 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.

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NETWORK i2i LIMITED

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By:

Name: BASHIRALI NBOULLA CURRIMIEE Title: DIRECTOR Date: July 2-6, 2013

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