BINGHAM

Ulises R. Pin

Direct Phone: 202-373-6664 Direct Fax: 202-373-6001

April 24, 2012

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 ("Bharti Airtel") 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 in each of the following submarine cables connecting Asia to the United States: (i) the Unity Cable System ("<u>Unity</u>") and (ii) the Asia America Gateway System ("<u>AAG</u>"). Unity and AAG have been licensed by the Commission and Bharti Airtel is a licensee under the applicable licenses (collectively the "FCC Licenses").

By this pro forma assignment filing, Bharti Airtel and i2i are providing the Commission notice of a proposed assignment of Bharti Airtel's interest in the Unity and AAG systems and the FCC Licenses 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 is scheduled to be consummated on or about June 30, 2012. 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 Licenses. After consummation of the Transaction, Bharti Airtel will still retain indirect control of the FCC Licenses.

Beijing
Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo

Bingham McCutchen LLP 2020 K Street NW Washington, DC 20006-1806

> T +1.202.373.6000 F +1.202.373.6001 bingham.com

See FCC File Nos. SCL-LIC-20080516-00010 and SCL-LIC-20070824-00015.

Marlene H. Dortch, Secretary April 24, 2012 Page 2

The proposed assignment of the FCC Licenses 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 services offered to customers or the rates of Bharti Airtel's services, and the Transaction is completely transparent to Bharti Airtel's customers.

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, India 110070 Tel: +91 (11) 4161 5050

Network i2i Limited FRN: 0021563382 10 Frere Felix de Valois Street Port Louis, Mauritius. Tel: +91 (11) 4161 5050

- 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 Unity and AAG systems under the FCC Licenses (FCC File Nos. SCL-LIC-20080516-00010 and SCL-LIC-20070824-00015).

Marlene H. Dortch, Secretary April 24, 2012 Page 3

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: 234, Okhla Industrial Estate, Phase-3

New Delhi, India 110020

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 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.

NETWORK 121 LIMITED

By: Name:

DREW KELTON

Title:

DIRECTOR - NETWORK 121 LIMITED

Date:

23rd APRIL, 2012

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.

BHARTI AIRTEL LIMITED

By:

Name: AJAYIC Title: CEO-G

CEO - GLOBAL DATA & VOICE BUSINESS

Date: