

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

AMERICAN SAMOA HAWAII CABLE, LLC,
AST TELECOM, LLC, D/B/A BLUE SKY
COMMUNICATIONS, and
SAMOA AMERICAN SAMOA CABLE, LLC,
Licensees,

PETE R. PIZARRO, Individually and as Trustee
of that certain Voting Trust Agreement
between Pete R. Pizarro and Stanford
International Bank Ltd,
Transferor,

and

AMPER, S.A.,
Transferee,

Application for Consent to Transfer Control of
the Cable Landing License for the

AMERICAN SAMOA-HAWAII CABLE SYSTEM

File No. SCL-T/C-2010_____

**APPLICATION FOR TRANSFER OF CONTROL –
STREAMLINED PROCESSING REQUESTED**

American Samoa Hawaii Cable, LLC (“ASHC,” FRN 0017874215), AST Telecom, LLC, d/b/a Blue Sky Communications (“Blue Sky,” FRN 0007435902), and Samoa American Samoa Cable, LLC (“SASC,” FRN 0019470731) (together with ASHC and Blue Sky, the “Licensees”), Pete R. Pizarro (“Mr. Pizarro” or “Transferor,” FRN 0019470681), and Amper, S.A., (“Amper” or “Transferee,” FRN 0020086716) (together with the Licensees and Mr. Pizarro, the “Applicants”) request that the Commission consent to the transfer of control of the Licensees

from Mr. Pizarro to Amper.¹ The Licensees are licensed to land and operate a non-common carrier fiber-optic submarine cable network, the American Samoa-Hawaii Cable System (the “ASHC System”).²

On July 29, 2010, eLandia International, Inc. (“eLandia”)—the indirect parent company of the Licensees, controlled by Mr. Pizarro—and Amper entered into an agreement whereby Amper will acquire approximately 84.88 percent of the issued and outstanding stock of eLandia, thereby acquiring control of the Licensees (the “Proposed Acquisition”). This transaction is subject to regulatory approval in the United States and is expected to close in December 2010.

This application qualifies for streamlined processing under Section 1.767(k) of the Commission’s rules, and the Applicants therefore request such treatment. The application raises no competition or other public-interest concerns.

I. BACKGROUND

A. Parties to the Transaction

1. American Samoa Hawaii Cable, LLC, AST Telecom, LLC d/b/a Blue Sky Communications, and Samoa American Samoa Cable, LLC

ASHC, Blue Sky, and SASC are the joint cable landing licensees for the American Samoa-Hawaii Cable System (the “ASHC System”), connecting Keawaula, Hawaii, Iliili,

¹ See 47 U.S.C. §§ 34-39; Exec. Order No. 10,530, *reprinted in* 3 U.S.C. § 301; 47 C.F.R. § 1.767. Concurrently with this application, eLandia and its subsidiaries and Amper have filed applications to transfer control of: (1) transmit-receive satellite earth station authorizations held by Blue Sky and its subsidiary American Samoa License, Inc. (“ASLI”); (2) wireless licenses held by Blue Sky and ASLI; and (3) international Section 214 authorizations held by ASLI.

² FCC File No. SCL-LIC-20080814-00016. See Public Notice, *Actions Taken Under Cable Landing License Act*, 24 FCC Rcd. 226 (2009) (“ASHC Cable Landing License”).

American Samoa, and Apia, the Independent State of Samoa (“Samoa”).³ The Licensees are each a Delaware limited-liability company headquartered in Pago Pago, American Samoa.

ASHC owns the Hawaii-American Samoa wet-link portion of the ASHC System and the Hawaii and American Samoa shore-end portions of the ASHC System. Blue Sky owns and operates the cable station on American Samoa. SASC owns the Samoa-American Samoa wet-link and Samoa shore-end portions of the ASHC System.⁴ Blue Sky owns and operates the Iiili cable station in American Samoa.

ASHC is owned by eLandia Technologies, Inc. (“ELT”), a Delaware corporation (66.66 percent) and the American Samoa Government (33.33 percent). ELT is a wholly-owned, direct subsidiary of eLandia. Blue Sky is a wholly-owned, direct subsidiary of eLandia. SASC is a wholly-owned, direct subsidiary of ASHC.

2. eLandia International, Inc.

eLandia is the indirect parent company of the Licensees and a diversified holding company with investments in the information technology and communications sectors. eLandia is a Delaware corporation headquartered in Miami, Florida.

³ American Samoa is an unincorporated and unorganized territory of the United States. American Samoa is politically distinct from the Independent State of Samoa, formerly known as Western Samoa.

⁴ On June 4, 2009, ASHC made a *pro forma* partial assignment of its interest in the Samoa-American Samoa segment of the ASHC System to its wholly-owned subsidiary, Samoa American Samoa Cable, LLC. *See* FCC File No. SCL-ASG-20100125-00002. In connection therewith, another joint licensee for the ASHC System—called Pac-Rim Redeployment, LLC—assigned to ASHC its interest in the ASHC System, as contemplated in the initial cable landing license application for the ASHC System. *See* ASHC Cable Landing License, 24 FCC Rcd. at 227. *See also* *Actions Taken Under the Cable Landing License Act*, Public Notice, DA 10-1673 (rel. Sept. 2, 2010) (acknowledging these *pro forma* assignments).

3. Pete R. Pizarro and the Voting Trust

Mr. Pizarro presently controls eLandia through a voting trust, described below. Mr. Pizarro is also an individual shareholder of eLandia, holding approximately 2.75 percent of the issued and outstanding common shares of eLandia. Mr. Pizarro is the Chief Executive Officer of eLandia, and is a U.S. citizen.

The Voting Trust was established as part of eLandia's capital structure reorganization in February 2009. That transaction replaced Stanford International Bank Limited ("SIBL") as the majority owner of eLandia. SIBL was issued Voting Trust Certificates in exchange for SIBL's shares of eLandia. SIBL has become subject to a receivership imposed by the United States District Court for the Northern District of Texas in connection with a lawsuit by the Securities and Exchange Commission. The Receiver has "complete and exclusive control, possession, and custody" of "the assets, monies, securities, properties, real and personal, tangible and intangible, of whatever kind and description, wherever located" of SIBL.⁵ The Receiver confirmed by letter dated June 2, 2009, to Pete Pizarro that "the assets and business operations of eLandia and its subsidiaries are *not* part of the Receivership Estate. The Voting Trust Certificates are, however, a part of the Receivership Estate."⁶

The Voting Trust now holds 44.75 percent of the common stock of eLandia, and also holds non-voting preferred stock of eLandia. Under the Voting Trust, Mr. Pizarro is given discretion to vote the eLandia common stock held by the Voting Trust on most matters (and the Voting Trust Agreement sets forth voting requirements on other matters). Because Mr. Pizarro

⁵ See Amended Order Appointing Receiver, *Securities and Exchange Commission v. Stanford Int'l Bank, Ltd.*, Case No. 3-09-cv-0298-N (N.D. Tex. Mar. 12, 2009), at ¶¶ 1, 4.

⁶ See Letter from Ralph S. Janvey, Receiver, to Pete R. Pizarro, CEO, eLandia International, Inc. (June 2, 2009) (emphasis added), filed as attachment to SEC Form 8-K filed by eLandia International, Inc. (June 3, 2009).

individually also owns 2.75 percent of the outstanding common stock of eLandia, Mr. Pizarro now exercises the right to vote 47.50 percent of the voting shares of eLandia, and has control of eLandia pursuant to the Communications Act of 1934, as amended, and the Commission's rules and regulations.⁷

The Voting Trust agreement provides that Mr. Pizarro, as trustee, has both the "duty" and "the full power and authority" to vote the shares in the Voting Trust as in the judgment of the trustee may be for the best interest of eLandia "at all meetings of the stockholders" of eLandia and "all actions to be taken by written consent of the stockholders" on any and all matters and questions which may be brought before such meetings, including "in the election of directors."⁸ The only limitation imposed by the Voting Trust on Mr. Pizarro's voting power is a requirement that Mr. Pizarro vote the shares in trust in the same proportion as the holders of the remaining outstanding shares of common stock present and voting at any meeting of the stockholders with respect to the sale of eLandia whether by merger, consolidation, sale of all or substantially all the assets or other similar transaction and with respect to certain increases to the amount of shares issuable pursuant to a stock option or other equity plan.⁹ Because Mr. Pizarro possesses voting control of the shares deposited by SIBL in the Voting Trust, he is deemed to control those shares.¹⁰

⁷ See *Stratos Global Corporation, Transferor, Robert M. Franklin, Transferee, Consolidated Application for Consent to Transfer of Control*, Memorandum Opinion and Order and Declaratory Ruling, 22 FCC Rcd. 21328 (Dec. 7, 2007) (holding that trustee with the power to vote shares is deemed to control shares in trust).

⁸ Voting Trust Agreement § 4.2(a).

⁹ *Id.* § 4.2(b).

¹⁰ Mr. Pizarro may not be terminated as trustee by SIBL. Mr. Pizarro will cease to be trustee when he ceases to be the Chief Executive Officer of eLandia, or upon his resignation, death, disability, bankruptcy, or breach of the Voting Trust. See *id.* § 6.1.

4. Amper

Amper is the transferee in the Proposed Acquisition. Amper is a Spanish *sociedad anónima, i.e.*, corporation. It operates as a Spanish holding company whose shares trade publicly on the Madrid Stock Exchange under the symbol AMP. Amper's operating units concentrate in three sectors:

- Amper's telecoms unit provides network and system integration services for operators, large industrial, financial, and public-sector clients; it also provides access, equipment, and related services to telecommunications operators. Its telecoms unit is currently active in Spain and Brazil. Amper is not a telecommunications carrier in any of the markets where it operates. Following the consummation of the Proposed Acquisition, the eLandia businesses will comprise part of Amper's telecom unit.
- Amper's defense unit designs, produces, integrates and maintains electronic equipment and information and communications systems—including command and control systems and military radio systems—for the defense market. Amper's defense unit is focused on the European market.
- Amper's homeland security unit designs and builds networks and systems to meet the security and critical communication needs. Amper's homeland security unit is focused on the European and Latin American markets.

Amper is headquartered in Madrid.

B. The Proposed Acquisition

On July 29, 2010, eLandia entered into an agreement (“Contribution Agreement”) with Amper, whereby Amper will acquire approximately 84.88 percent of eLandia's issued and

outstanding shares and, upon closing, indirectly control the Licensees (“Proposed Acquisition”). Following the consummation of the Proposed Acquisition, the Licensees will continue to exist as indirect subsidiaries of Amper.

Pursuant to the Contribution Agreement, Amper will acquire 165,705,913 shares of eLandia’s newly issued common stock in exchange for the contribution to eLandia by Amper of approximately 90 percent of the outstanding capital stock of Hemisferio Norte, S.A. (“Hemisferio”). Hemisferio owns 100 percent of Hemisferio Sul Participações Ltda. (“Hemisferio Sul”), which owns 88.96 percent of Medidata Informática, S.A. (“Medidata”), which owns 100 percent of XC Comercial e Exportadora Ltda. (“XC,” with Hemisferio, Hemisferio Sul, and Medidata, the “Contributed Entities”). The shares of eLandia’s common stock being issued to Amper will represent approximately 84.88 percent of eLandia’s issued and outstanding shares of common stock following the closing of the transactions contemplated by the Contribution Agreement. In Exhibit A, the Applicants show the direct and indirect ownership of ASHC, Blue Sky, and SASC. In Exhibit B, the Applicants show the pre-consummation ownership structure of eLandia. In Exhibit C, the Applicants show the post-consummation ownership structure of eLandia.¹¹ In order to explain the consideration in the Proposed Acquisition, in Exhibit D, the Applicants show the pre-consummation Amper/Medidata and eLandia structures. In Exhibit E, the Applicants show the post-consummation ownership structure of Amper/Medidata/eLandia.

¹¹ These Exhibits are accurate as of the filing date of this application. Nevertheless, certain ownership-interest changes will occur in the near future—none of which will have a significant impact on the ownership of ASHC, Blue Sky, or SASC. Specifically, Michael Ah Koy will cancel 150,000 shares of his eLandia stock pursuant to a settlement agreement. In addition, Jorge Enrique Alverado Amado has entered into a separation agreement pursuant to which he will surrender all of his 2,500,000 shares of eLandia stock. The Applicants will notify the Commission when each of these two transactions is completed.

The Contribution Agreement grants eLandia an option to buy Amper’s remaining interest in Hemisferio in exchange for an option price of \$8.9 million, payable by the issuance of shares of eLandia common stock at a price per share equal to the fair market value of a share of eLandia common stock as of the date of the exercise of the option (“Hemisferio Option”). eLandia may exercise the Hemisferio Option within six months of the closing of the Proposed Acquisition. eLandia’s exercise of the Hemisferio Option would significantly increase Amper’s ownership of eLandia.

The Proposed Acquisition will not terminate the ownership interests of eLandia’s current shareholders. Rather, the current shareholders’ ownership shares will be diluted by eLandia’s newly-issued common stock. The Voting Trust also currently holds non-voting preferred stock of eLandia, which will convert to common shares of eLandia as part of the Proposed Acquisition.¹² In addition, pursuant to the Voting Trust agreement, following the Proposed Acquisition, the Voting Trust will terminate, and ownership of the shares previously held by the Voting Trust will revert to SIBL.¹³ The Receiver will have “complete and exclusive control, possession, and custody” of those shares.¹⁴

The Proposed Acquisition will enhance eLandia’s financial position and that of its operating subsidiaries. ASHC, Blue Sky, and SASC will therefore be in a better position to deliver the significant public-interest benefits of the ASHC System: low-cost connectivity to support new economic opportunities in the remote and economically depressed U.S. territory of American Samoa.

¹² SIBL holds Voting Trust Certificates which entitle SIBL to dividends and distributions from eLandia, if any, in respect of the shares SIBL deposited in the Voting Trust.

¹³ Voting Trust Agreement §§ 7, 8.

¹⁴ See Amended Order Appointing Receiver, *Securities and Exchange Commission v. Stanford Int’l Bank, Ltd.*, Case No. 3-09-cv-0298-N (N.D. Tex. Mar. 12, 2009), at ¶ 1.

II. INFORMATION REQUIRED BY SECTION 1.767 OF THE COMMISSION'S RULES

Pursuant to Section 1.767 of the Commission's rules, the Applicants provide the following information in support of the Applicants' request for consent to transfer control of ASHC, Blue Sky, and SASC from Mr. Pizarro to Amper:

(1) Applicants' Names, Addresses, and Telephone Numbers¹⁵

The name, address, and telephone number of each Applicant is:

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

AST TELECOM, LLC
d/b/a Blue Sky Communications
P.O. Box 478
Pago Pago, American Samoa 96799
+1 684 699 2759

Transferor: MR. PETE R. PIZARRO
c/o eLandia International, Inc.
8200 NW 52nd Terrace
Suite 102
Miami, Florida 33166
+1 305 415 8830

Transferee: AMPER, S.A.
Calle Marconi, 3
Parque Tecnológico Madrid
28760 Tres Cantos Madrid
Spain
+34 91 724 3000

¹⁵ See 47 C.F.R. § 1.767(a)(1).

(2) Applicants' Places of Incorporation¹⁶

The Licensees are each Delaware limited-liability companies. Mr. Pizarro is a U.S. citizen. Amper is a Spanish *sociedad anónima*, i.e., corporation.

(3) Contact Information¹⁷

The Commission should address correspondence regarding this application to:

*Transferor
and
Licensees* Diana Abril
General Counsel
ELANDIA INTERNATIONAL, INC.
8200 NW 52nd Terrace
Suite 102
Miami, Florida 33166
+1 305 415 8830

Transferee José Martos Martínez
General Counsel
AMPER, S.A.
Calle Marconi, 3
Parque Tecnológico Madrid
28760 Tres Cantos Madrid
Spain
+34 91 724 3000

*Counsel
for the
Applicants* Kent D. Bressie
WILTSHIRE & GRANNIS LLP
1200 18th Street, N.W., Suite 1200
Washington, D.C. 20036-2560
+1 202 730 1337 tel
+1 202 730 1301 fax
kbressie@wiltshiregrannis.com

**(4)-(7) System Description, Landing Points, Regulatory Status, Cable
Ownership Information**¹⁸

No response is required.¹⁹

¹⁶ See *id.* § 1.767(a)(2).

¹⁷ See 47 C.F.R. § 1.767(a)(3).

¹⁸ See *id.* §§ 1.767(a)(4)-(7).

¹⁹ See *id.* § 1.767(a)(11)(i).

(8) Corporate Control and Affiliate Information²⁰

Amper submits the following information specified in Sections 63.18(h) through (k) and Section 63.18(o) of the Commission's rules:

(i) Certification Regarding Ownership, Citizenship, Principal Business, and Interlocking Directorates²¹

Diagrams showing the direct and indirect ownership of the Applicants are provided at Exhibits A, B, and C. Exhibit A shows the immediate ownership of the Licensees. Exhibit B shows the pre-consummation ownership structure of eLandia. Exhibit C shows the post-consummation ownership structure of eLandia.

By its signature below, Amper certifies that ASHC, Blue Sky, and SASC will have the following 10-percent-or-greater shareholders following the consummation of the Proposed Acquisition.

(A) ASHC

The American Samoa Government ("ASG") owns 33.33 percent of the member interests in ASHC. The 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 bicameral legislature, known as the Fono. The current governor is the Honorable Togiola T.A. Tulafono, who maintains his office at the following address:

²⁰ See *id.* § 1.767(a)(8).

²¹ See *id.* § 63.18(h).

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

ELT owns 66.66 percent of the member interests in ASHC. ELT is a corporation organized under the laws of the State of Delaware. ELT is engaged in the provision of telecommunications products and services and information technology. ELT's address is 8200 NW 52nd Terrace, Suite 102, Miami, Florida 33166. ELT is a wholly-owned, direct subsidiary of eLandia, a corporation organized under the laws of the State of Delaware. eLandia is a diversified holding company with investments in the information technology and communications sectors. eLandia's address is 8200 NW 52nd Terrace, Suite 102, Miami, Florida 33166.

Upon consummation of the Proposed Acquisition, Amper will have an 84.88-percent direct interest in eLandia and a 56.58-percent indirect interest in ASHC. Amper is described in part I.A.4 above. Amper's shares are widely held. Amper has only one ten-percent-or-greater direct or indirect shareholder: Tvikap AB ("Tvikap"), a privately-held Swedish investment company. Tvikap's principal business is managing investments for institutional and private clients. Tvikap is owned by more than forty (40) corporate and individual investors and has no majority or controlling owner. Tvikap is headquartered at Höllandargatan 27, SE, 113 59 Stockholm, Sweden. Tvikap directly owns 22.011 percent of Amper's shares. Following consummation of the Proposed Acquisition, Tvikap will hold, on a fully-diluted basis, an indirect 18.68-percent interest in eLandia and an indirect 12.46-percent interest in ASHC. ASHC does not have any interlocking directorates with a foreign carrier.

(B) Blue Sky

eLandia owns 100 percent of the member interests of Blue Sky. eLandia's ownership is described in part II(8)(i)(A) above. Upon consummation of the Proposed Acquisition, Amper will have an 84.88-percent direct interest in eLandia and an 84.88-percent indirect interest in Blue Sky, and Tvikap will have, on a fully-diluted basis, an indirect 18.68-percent interest in Blue Sky. Blue Sky does not have any interlocking directorates with a foreign carrier.

(C) SASC

ASHC owns 100 percent of the member interests of SASC. ASHC's ownership is described in part II(8)(i)(A) above. Upon consummation of the Proposed Acquisition, Amper will have an 84.88-percent direct interest in eLandia and a 56.58-percent indirect interest in SASC, and Tvikap will have, on a fully-diluted basis, an indirect 12.46-percent interest in SASC. SASC does not have any interlocking directorates with a foreign carrier.

(ii) Certification Regarding Foreign Carrier Status and Foreign Affiliations²²

By its signature below, Amper certifies that neither it nor any of the Licensees has any affiliation with a foreign carrier as a consequence of the Proposed Acquisition.

(iii) Certification Regarding Destination Markets²³

By its signature below, Amper certifies that as a consequence of the Proposed Transaction: (1) neither it nor any of the Licensees is a foreign carrier in any country outside the United States; (2) neither it nor any of the Licensees controls a foreign carrier in any other country; (3) no entity owning more than 25 percent of Amper or any of the Licensees or controlling Amper or any of the Licensees controls a foreign carrier in any other country that is a

²² See 47 C.F.R. §§ 1.767(a)(8), 63.18(i).

²³ See *id.* §§ 1.767(a)(8), 63.18(j).

destination market for the ASHC System; and (4) no grouping of two or more foreign carriers (or parties that control foreign carriers) own, in aggregate, more than 25 percent of Amper or any of the Licensees and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(iv) Certification Regarding WTO Status, Market Power, and the Effective Competitive Opportunities Test²⁴

As Amper has not made any affirmative certifications regarding foreign carrier affiliations in response to Section 63.18(j) of the Commission's rules, Amper need not make a showing regarding WTO status under Section 63.18(k) of the Commission's rules.

(v) Certification Regarding the Anti-Drug Abuse Act of 1988²⁵

By its signature below, Amper certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

(9) Certification Regarding Routine Conditions Set Forth in Section 1.767(g) of the Commission's Rules²⁶

By its signature below, Amper certifies that it and the Licensees accept and will abide by the routine conditions specified in Section 1.767(g) of the Commission's rules.

III. CERTIFICATION REGARDING SERVICE TO EXECUTIVE BRANCH AGENCIES

Pursuant to Section 1.767(j) of the Commission's rules,²⁷ the Applicants have sent a complete copy of this application to the U.S. Department of State, the U.S. Department of

²⁴ See *id.* §§ 1.767(a)(8), 63.18(k).

²⁵ See *id.* §§ 1.767(a)(8), 63.18(o).

²⁶ See *id.* §§ 1.767(a)(9), (g).

²⁷ See *id.* § 1.767(j).

Commerce, and the Defense Information Systems Agency. The Applicants' counsel has certified such service in the certificate of service attached to this application.

IV. REQUEST FOR STREAMLINED PROCESSING

The Applicants request streamlined processing pursuant to Section 1.767(k)(1) of the Commission's rules.²⁸ Amper has certified above that neither it nor any of the Licensees is a foreign carrier or affiliated with a foreign carrier in any of the cable's destination markets.²⁹ Moreover, the application raises no competition or public interest concerns that would merit consideration outside the Commission's streamlined review process.

²⁸ *See id.* § 1.767(k)(1).

²⁹ *See id.*

CONCLUSION

For the foregoing reasons, the Commission should expeditiously grant this transfer of control application pursuant to streamlined processing.

Respectfully submitted,

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Renee R. Wentzel
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Washington, D.C. 20036
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Counsel for the Applicants

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+1 305 415 8830 tel

AMPER, S.A.

_____/s/_____

José Martos Martínez

General Counsel

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Parque Tecnológico Madrid
28760 Tres Cantos Madrid
Spain
+34 91 724 3000

22 October 2010

Attachments

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 application for consent to transfer control of a cable landing licensee by hand- or overnight delivery on this 22 day of October 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

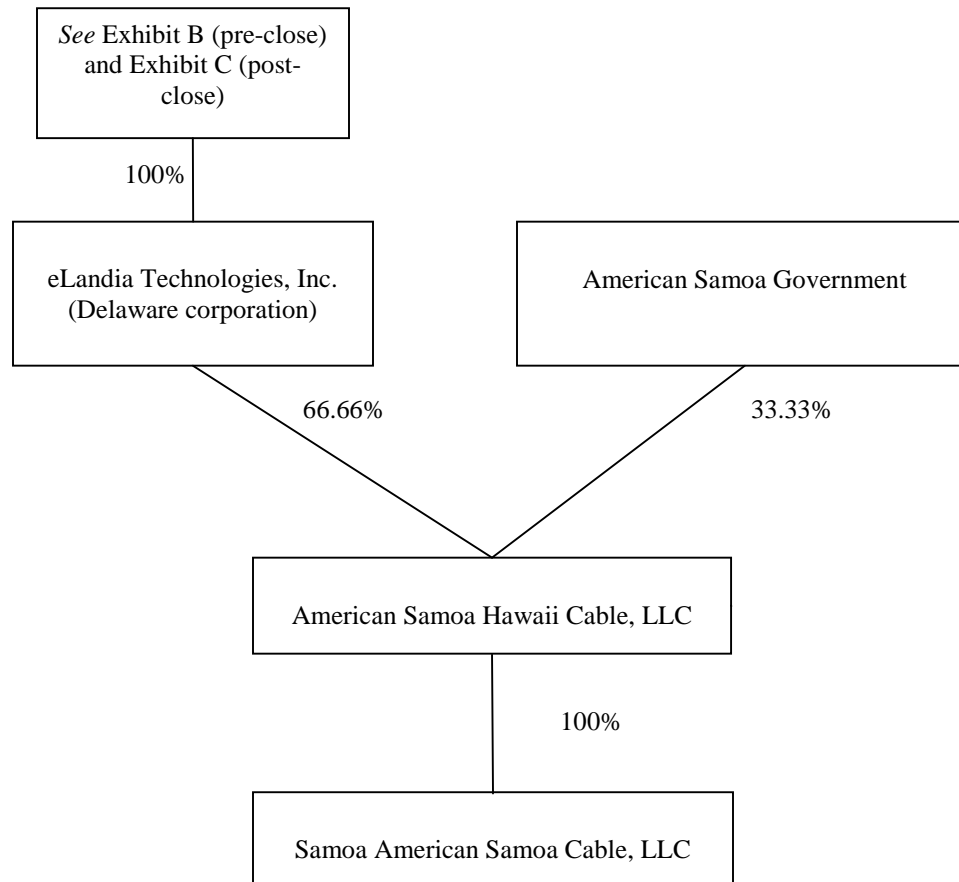
A handwritten signature in black ink, appearing to read "Kent D. Bressie", is written over a horizontal line.

Kent D. Bressie

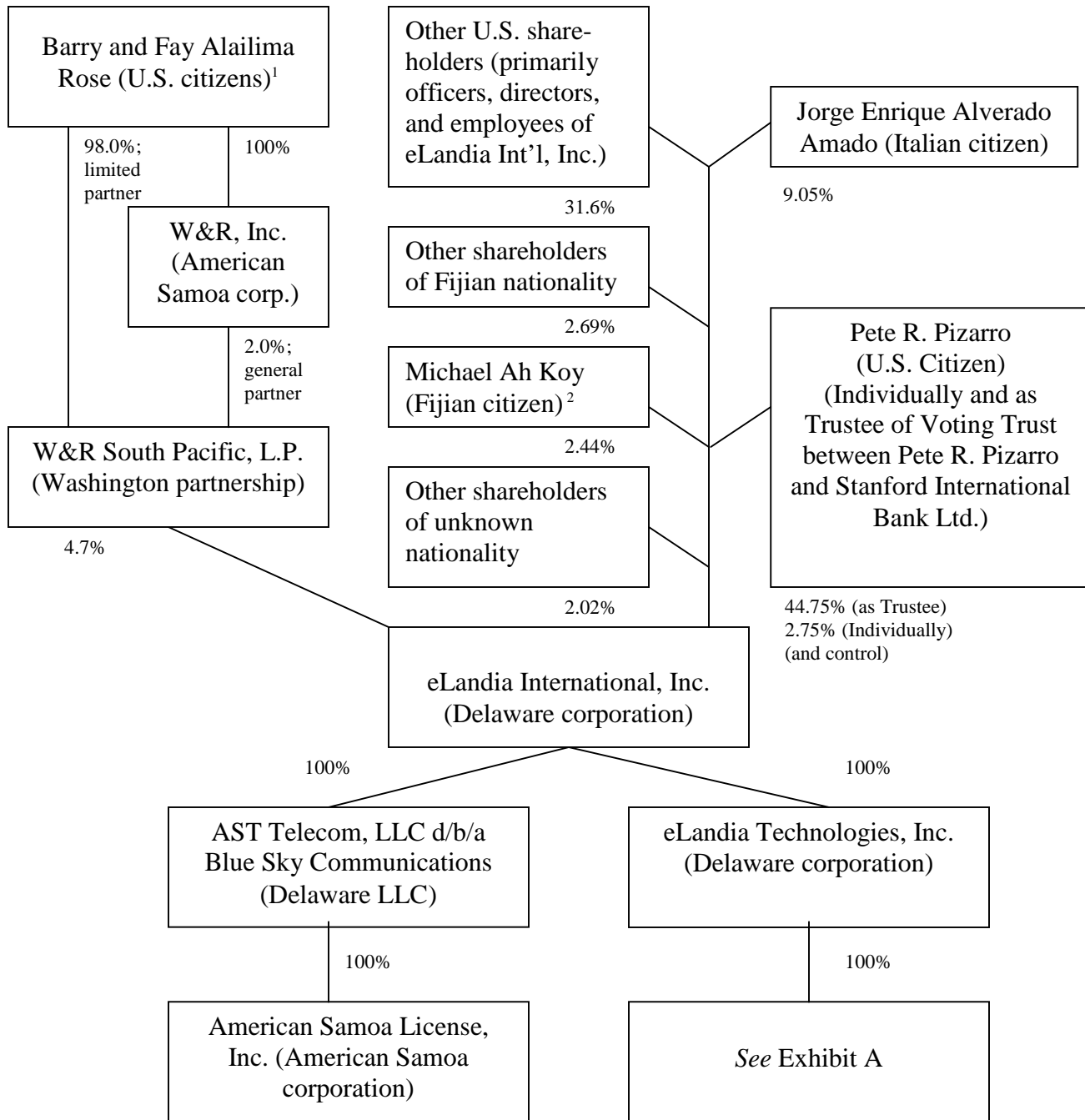
LIST OF EXHIBITS

- Exhibit A: Diagram Showing Pre-Consummation
Direct and Indirect Ownership of American Samoa
Hawaii Cable, LLC, and Samoa American Samoa
Cable, LLC**
- Exhibit B: Diagram Showing Pre-Consummation
Direct and Indirect Ownership of eLandia International,
Inc. and Its Subsidiaries**
- Exhibit C: Diagram Showing Post-Consummation Direct and Indirect
Ownership of the Applicants**
- Exhibit D: Diagram Showing Pre-Transaction Amper/Medidata and eLandia
Structures**
- Exhibit E: Diagram Showing Post-Transaction Amper/Medidata/eLandia
Structure**

Exhibit A:
Direct and Indirect Ownership of American Samoa Hawaii Cable, LLC, and Samoa American Samoa Cable, LLC



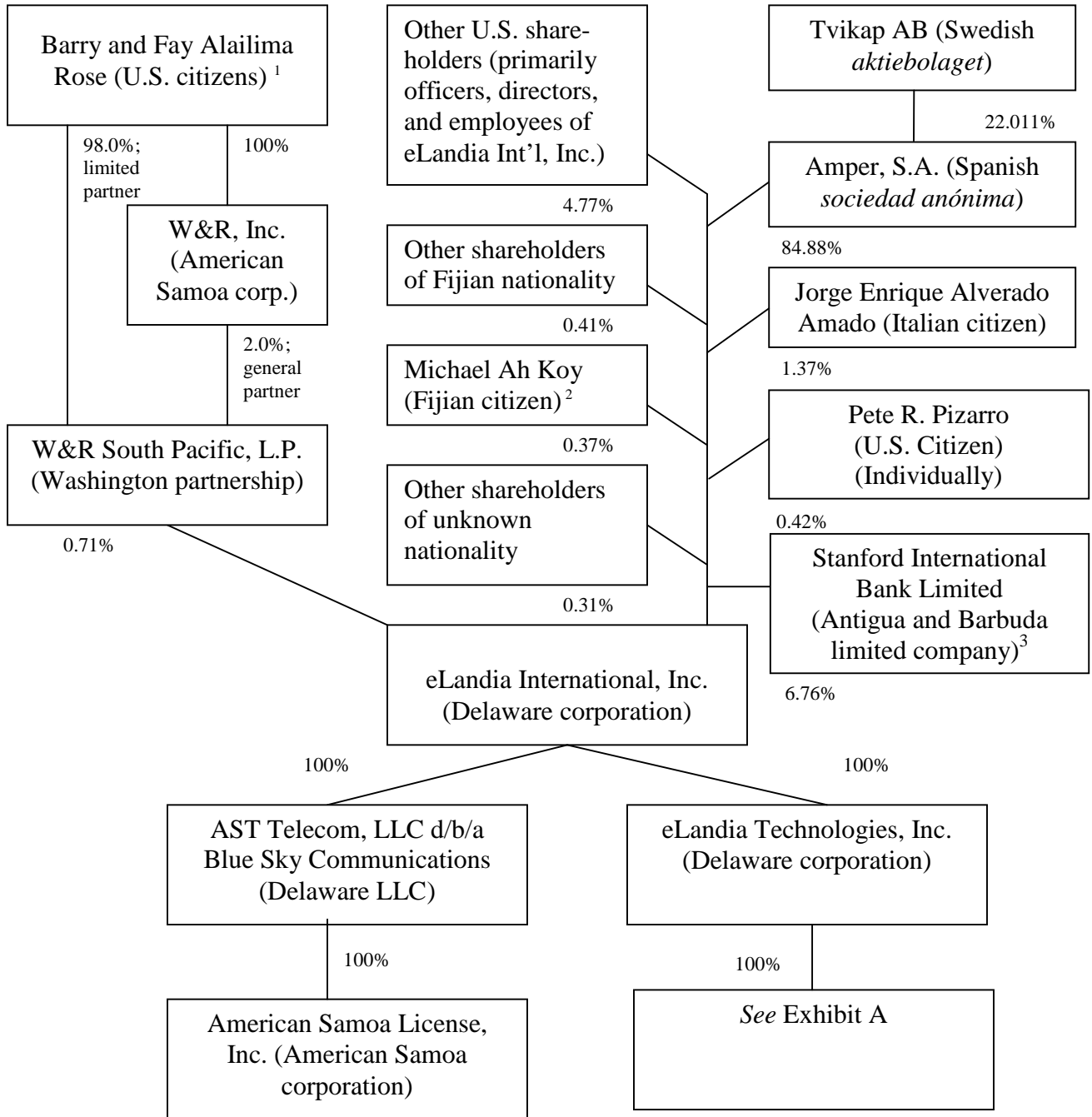
**Exhibit B:
Pre-Consumption Direct and Indirect Ownership of eLandia International, Inc., and Its
Subsidiaries**



¹ Barry and Fay Alailima Rose are husband and wife and hold their ownership interests jointly.

² Michael Ah Koy's interest reflects direct shareholdings and his indirect interest as a beneficiary and trustee of the James Michael Ah Koy Trust, the shareholdings of which are also reflected in the total number for Mr. Ah Koy.

**Exhibit C:
Post-Consummation Direct and Indirect Ownership of the Applicants**



¹ Barry and Fay Alailima Rose are husband and wife and hold their ownership interests jointly.

² Michael Ah Koy's interest reflects direct shareholdings and his indirect interest as a beneficiary and trustee of the James Michael Ah Koy Trust, the shareholdings of which are also reflected in the total number for Mr. Ah Koy.

³ These shares will be controlled by the Receiver, who is a U.S. citizen.

Exhibit D:
Pre-Consummation Structures of Amper S.A./Medidata Informatica and eLandia International, Inc.

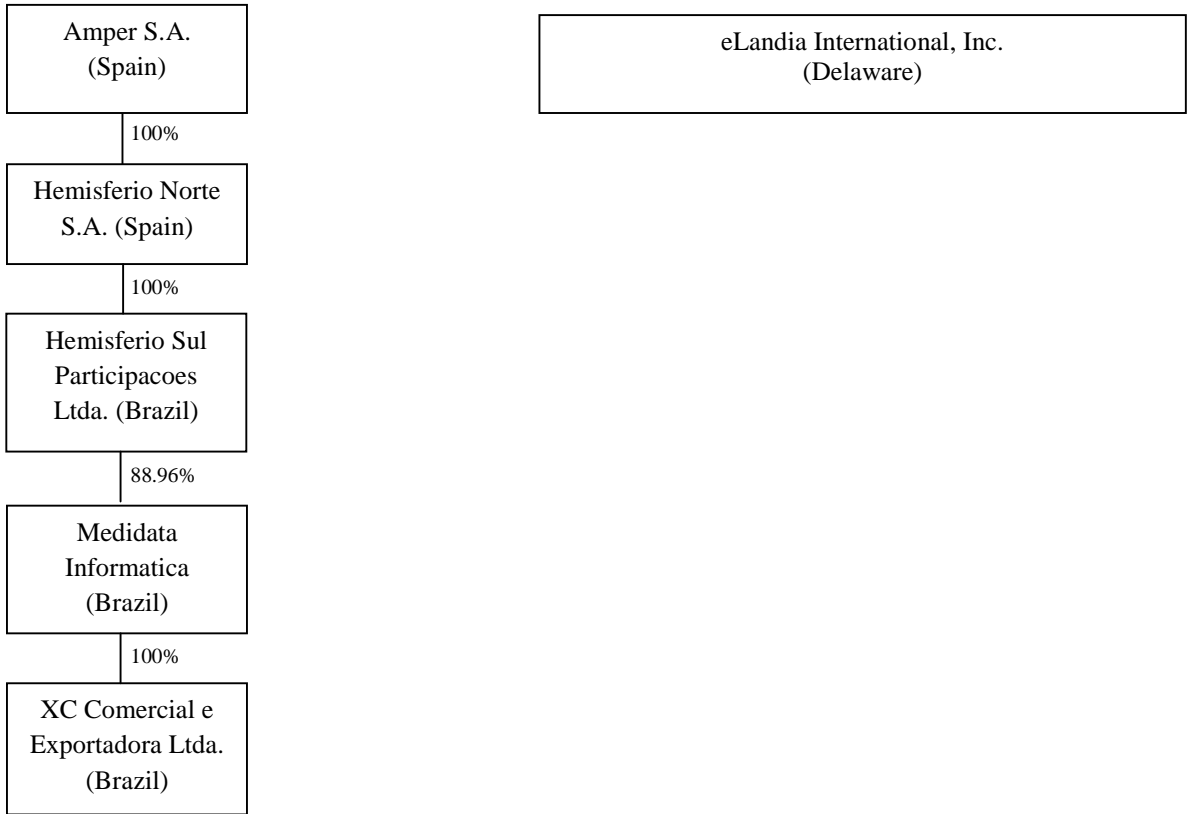


Exhibit E:
Post-Consummation Structure of Amper S.A./Medidata Informatica/eLandia International, Inc.

