

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 the American Samoa Hawaii Cable System
Landing License, File No. SCL-LIC-20080814-00016*

Dear Ms. Dortch:

Pursuant to 47 U.S.C. § 34, Executive Order No. 10,530, and 47 C.F.R. § 1.767(g)(7), the undersigned hereby notify the Commission of the *pro forma* transfer of control of the cable landing license for the American Samoa Hawaii (“ASH”) cable system from Amalgamated Bluesky Telecom Holdings Incorporated (“ABTHI”) to Amalgamated Bluesky Telecom Holdings LLC (“ABTH LLC”). The license is held jointly by AST Telecom, LLC d/b/a Bluesky, American Samoa Hawaii Cable, LLC, and Samoa American Samoa Cable, LLC (collectively, the “Licensees”), all of which are indirect subsidiaries of their ultimate parent company, Amalgamated Telecom Holdings Limited (“ATH”). The Commission originally licensed the ASH system in 2009,¹ and the system entered commercial service on July 7, 2009.²

For tax planning purposes, ATH converted ABTHI from a Delaware corporation to a Delaware limited liability company, effective December 31, 2019 (the “Conversion”). Ultimate control of the Licensees 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.³ 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.⁴

¹ *Actions Taken Under Cable Landing License Act*, Public Notice, 24 FCC Rcd. 226, 227 (Int’l Bur. 2009).

² See Letter from Kent Bressie, Harris Wiltshire & Grannis LLP, to Marlene H. Dortch, Secretary, Federal Communications Commission, File Nos. SCL-LIC-20080814-00016, SCL-ASG-20100329-00010, and SCL-MOD-20100125-00003 (filed June 20, 2018).

³ See 6 Del. Code § 18-214(d)-(g) & (i).

⁴ See *id.* § 18-214(f).

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Correspondence concerning this filing should be sent to:

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and

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As required by 47 C.F.R. § 1.767(g)(7), each licensee certifies in the attached certification that the Conversion is *pro forma* in nature (as defined in 47 C.F.R. § 63.24(f)(2)(ii)) and would not, when considered together with all previous *pro forma* transactions, result in a substantive transfer of control or assignment of the ASH cable landing license.

Respectfully submitted,



Kent Bressie
*Counsel for AST Telecom, LLC d/b/a Bluesky,
American Samoa Hawaii Cable, LLC, and Samoa
American Samoa Cable, LLC*

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 the cable landing license held by Bluesky.
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 the American Samoa Hawaii cable landing license.

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



Mr. Raj Deo
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Executed January 30, 2020

CERTIFICATION

I, Ivan Fong, as Chairman of American Samoa Hawaii Cable, LLC ("ASHC"), which is also the parent company of Samoa American Samoa Cable, LLC ("SASC") 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 the cable landing license held by ASHC and SASC.
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 the American Samoa Hawaii cable landing license.

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



Ivan Fong
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Executed January 30, 2020