

Background, Public Interest Statement and Request for Waiver

I. Parties to the *Pro Forma* Assignment

American Samoa License, Inc. (“ASLI”): ASLI is an American Samoa corporation. ASLI is a wholly-owned, direct subsidiary of AST Telecom, LLC, d/b/a Bluesky (“Bluesky,” together with ASLI, “Parties”) headquartered in Pago Pago, American Samoa and engaged in the provision of mobile telecommunications services in American Samoa. ASLI is the licensee of an earth station operating under Call Sign E990019.

AST Telecom, LLC, d/b/a Bluesky Communications (“Bluesky”): Bluesky is a Delaware limited liability company. Bluesky is a wholly-owned, direct subsidiary of eLandia International, Inc. (“eLandia”) headquartered in Pago Pago, American Samoa. Like ASLI, Bluesky is engaged in the provision of telecommunications services in American Samoa and ownership of the American Samoa cable station for the American Samoa Hawaii Cable system, which connects Hawaii, American Samoa, and the Independent State of Samoa. Bluesky is the sole stockholder of ASLI.

II. The Merger

On March 1, 2016, ASLI and Bluesky entered into an Agreement and Plan of Merger (“Agreement”) pursuant to which ASLI would merge into Bluesky, with Bluesky surviving (the “*Pro Forma* Transaction”). Pursuant to the Agreement, all ASLI rights, privileges, powers, franchises, properties, and assets of ASLI would vest in Bluesky. The *Pro Forma* Transaction had no impact on the direct or indirect ownership or control of Bluesky. The Parties consummated the *Pro Forma* Transaction on March 15, 2016.

III. Public Interest Statement

Commission approval of this *pro forma* assignment will serve the public interest. The merger of ASLI into Bluesky will consolidate resources and streamline their telecommunications business in American Samoa. The merger simplifies the ownership structure and minimizes administrative costs to further focus the company's provision of services in American Samoa. The Parties believe that Commission grant of this assignment will serve the public interest, convenience, and necessity.

IV. Request for Waiver

The Parties hereby request a waiver of Section 25.119 of the Commission's rules, 47 C.F.R. § 25.119, to the extent necessary for the filing, acceptance, processing, and grant of the instant Application.

ASLI currently holds a common carrier Satellite Earth Station ("SES") license (Call Sign E990019). The consummation of the transaction, which occurred on March 15, 2016, effectuated a *pro forma* assignment of the SES license from ASLI to Bluesky before obtaining prior Commission approval.

The *Pro Forma* Transaction had no impact on the direct or indirect ownership or control of Bluesky.

Because the assignment has already occurred, Parties respectfully request that the Commission grant a waiver of its rules and seek approval of the assignment of the SES license from ASLI to Bluesky. Because the transaction was *pro forma*, the Parties mistakenly believed that only notification to the Commission was required (instead of prior consent). After becoming aware of the mistake and confirmation of the steps necessary to address the issue post-

consummation, the Parties commenced the preparation and submission of the necessary application. The Parties apologize for not seeking Commission consent prior to consummation.

Approval of the subject Application is in the public interest, convenience, and necessity as it will ensure compliance with the Commission's requirements and preserve the continuity of operations authorized under the licenses held by ASLI. In any event, given these circumstances, the underlying purpose of the rule would be frustrated by its application here. Accordingly, a waiver of the prior consent requirements specified in Section 25.119, 47 C.F.R. § 25.119, is required and warranted. In consideration of the foregoing, the Parties submit that waiver of Section 25.119 to approve post-consummation assignment of the ASLI licenses would be consistent with the public interest and request that a waiver be promptly granted.