



30 June 2011

BY ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Washington, D.C. 20554

*Re: Notice of Consummation, FCC File Nos. SES-T/C-20101025-01349 and
SES-T/C-20101025-01350*

Dear Ms. Dortch:

This letter provides notice that control of AST Telecom, LLC d/b/a Blue Sky Communications (“Blue Sky”) and American Samoa License, Inc. (“ASLI”) was transferred from Mr. Pete R. Pizarro (“Pizarro”) to Amper, S.A. (“Amper”) on May 31, 2011 (the “Transaction”). Blue Sky is the licensee of earth station E090201 and ASLI is the licensee of earth station E990019. The Commission previously consented to the Transaction in File Nos. SES-T/C-20101025-01349 and SES-T/C-20101025-01350.¹

As appropriate or necessary, Blue Sky and ASLI request a waiver of 47 C.F.R. § 25.119(f), which provides that transfers of control of an earth station licensee should be completed within 60 days from the date of authorization. The International Bureau gave public notice of Transaction approval on March 2, 2011, but, because closing took place in two steps, the Transaction did not finally close until May 31, 2011, after the 60-day consummation period had ended. Blue Sky and ASLI regret that they did not seek a uniform consummation notification deadline (consistent with the deadline for related Wireless Telecommunications Bureau consents) or an extension of time to consummate with respect to the earth station-related consents, but they believe the Commission should waive, as appropriate or necessary, the 60-day requirement in 47 C.F.R. § 25.119(f) and that no party or the public interest would be prejudiced in so doing.

¹ See Public Notice, Report No. SES-01325 (Mar. 2, 2011).

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Blue Sky and ASLI, which provide wireless communications services in American Samoa, were controlled by eLandia International, Inc. (“eLandia”) before the Transaction closed.² As part of the Transaction, Amper was required to deliver stock certificates representing 5,223,517 capital shares of Hemisferio Norte Brasil, S.L. (“Hemisferio”) to eLandia. That transfer required stock registration with certain Spanish and Brazilian authorities, which took longer than the applicants had anticipated at the time of the application for the Commission’s consent. The closing of the Transaction was also delayed because Amper had not yet received certain legal opinions from Spanish and Brazilian counsel.³

As a consequence of these delays, eLandia and Amper closed into escrow on March 31, 2011 while awaiting the stock registration and legal opinions. Under the escrow agreement entered into by eLandia and Amper, a law firm, acting as escrow agent, held the closing documentation in escrow until receiving instructions from the eLandia and Amper to release the escrowed materials. The escrowed materials were released on May 31, 2011, thereby completing consummation of the Transaction. This escrow arrangement resulted in confusion and uncertainty regarding the actual closing date for regulatory purposes. As a consequence the applicants inadvertently did not seek an extension of time from the International Bureau to consummate the Transaction.⁴

Generally, the Commission’s rules may be waived for good cause shown.⁵ The Commission may exercise its discretion to waive a rule where the particular facts make strict compliance inconsistent with the public interest.⁶ In addition, the Commission may take into account considerations of hardship, equity, or more effective implementation of overall policy on an individual basis.⁷

² Pizarro controlled eLandia before the Transaction closed. Blue Sky is a wholly-owned subsidiary of eLandia. ASLI is a wholly-owned subsidiary of Blue Sky.

³ See eLandia International, Inc. Form 8-K filed June 6, 2011 with the U.S. Securities & Exchange Commission.

⁴ The International Bureau apparently does not remind applicants of an upcoming consummation deadline, unlike the Wireless Telecommunications Bureau. See *Public Notice, Wireless Telecommunications Bureau Reminds Applicants of End of Waiver Relief and Beginning of Automated Letters for Notifications of Consummation of Wireless License Assignment and Transfer of Control Applications*, DA 05-689 (Apr. 6, 2005).

⁵ 47 C.F.R. § 1.3.

⁶ *Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990) (“*Northeast Cellular*”).

⁷ *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969); *Northeast Cellular*, 897 F.2d at 1166.

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There is good cause to grant this waiver because the particular facts make strict compliance inconsistent with the public interest. The Commission, in the course of extending the deadline for consummating wireless transfers and assignments from 60 days to 180 days, observed that a 180-day deadline “is short enough to reasonably ensure that the facts on which the Commission’s approval is based will not have changed significantly before the transaction is consummated.”⁸ Here, the Transaction closed into escrow approximately one month after the International Bureau’s approval and the closing was completed approximately three months after the International Bureau’s approval.⁹ This is well within the time frame that the Commission has found is as short as necessary to ensure that the facts and circumstances on which approval of a transaction was based do not change before consummation. Because this Transaction closed into escrow so soon after approval, the International Bureau can be confident that the facts on which approval was granted did not change.

The International Bureau’s Satellite Division has routinely granted requests to extend the deadline for completing a transfer of control.¹⁰ In particular, the International Bureau has previously consolidated the timeframe for closing where, as is the case here, the licensees also hold other types of authorizations for which the Commission rules specify a longer deadline for consummating a transaction. For example, in connection with Inmarsat plc’s acquisition of Stratos Global Corporation, the International Bureau extended the deadline for consummating the earth station license transfer from 60 days to 180 days, because that is the length of time for consummating wireless transfers set forth in 47 C.F.R. § 1.948(d).¹¹ Like Stratos Global

⁸ See *Amendment of Section 1.948(d) of the Commission’s Rules to Extend the Time for Consummation and Notification of Wireless Transfers and Assignments*, Order, 14 FCC Rcd. 18828, 18829 (1999).

⁹ The International Bureau gave public notice of the grant of approval for the Transaction on March 2, 2011, with the approval effective February 28, 2011. The Transaction closed into escrow on March 31, 2011 and the closing was completed on May 31, 2011.

¹⁰ See, e.g., *Robert M. Franklin, Transferor and Inmarsat, plc, Transferee*, Memorandum Opinion and Order and Declaratory Ruling, 24 FCC Rcd. 449, 484 (Int’l Bur. 2009) (“*Stratos Global*”) (extending to 180 days the deadline for consummating transaction and filing notice of consummation pursuant to Section 25.119(f) of the Commission’s rules); *Letter to Kathleen A. Kirby, Esq., counsel to KRCA License Corp., from Scott A. Kotler, Chief, Systems Analysis Branch, Satellite Division, International Bureau*, 20 FCC Rcd. 18079, 18079 (Int’l Bur. 2005) (observing that the International Bureau granted an applicant several extensions of the 60-day consummation period).

¹¹ See *Stratos Global*, 24 FCC Rcd. at 484.

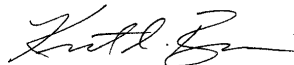
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Corporation, Blue Sky and ASLI are wireless licensees, and obtained the consent of the Wireless Telecommunications Bureau to the Transaction.¹²

No party would be prejudiced by accepting this notice of consummation or, as appropriate or necessary, granting this waiver request. Moreover, the public interest would best be served by accepting this notice of consummation or, as appropriate or necessary, granting this waiver because the Transaction was itself unquestionably in the public interest. Blue Sky and ASLI are no longer associated with SIBL and its principal R. Allen Stanford, who is currently in prison awaiting trial on Federal charges of fraud, money laundering, and other criminal conduct. Now that Amper controls eLandia, Blue Sky and ASLI will have better access to capital and other financial resources to allow Blue Sky and ASLI to improve their wireless communications services in remote and economically depressed American Samoa. In sum, the circumstances here warrant a deviation from the general rule, and such deviation will serve the public interest.¹³ There is no public interest benefit from making eLandia and Amper again seek consent to a transaction which the International Bureau has already approved, which did not change materially post-approval, and which has been consummated.

Blue Sky and ASLI, on behalf of Amper (which now controls Blue Sky and ASLI), apologize for inadvertently failing to fully consummate the Transaction within 60 days of the date of the International Bureau's grant of consent.

Respectfully submitted,



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Jonathan B. Mirsky
*Counsel to AST Telecom, LLC and American Samoa
License, Inc.*

¹² See *Public Notice, Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Report No. 6702 (Mar. 16, 2011) (approving ULS applications 0004089825 and 0004090634).

¹³ See *Northeast Cellular*, 897 F.2d at 1166.