

DESCRIPTION OF THE TRANSACTION

Pursuant to Section 25.119(i) of the Commission's rules, AST Telecom, LLC d/b/a Bluesky ("AST") hereby applies for consent to a *pro forma* transfer of control to ensure that the Commission's records remain accurate after AST's controlling U.S. parent, Amalgamated Bluesky Telecom Holdings Incorporated ("ABT Holdings"), completes a planned conversion from a Delaware corporation to a Delaware limited liability company for tax planning purposes. After the planned conversion, the name of ABT Holdings will change from Amalgamated Bluesky Telecom Holdings Incorporated to Amalgamated Bluesky Telecom Holdings LLC.

The conversion is *pro forma* in nature because ownership and control of AST's licenses will not change. Indeed, because a conversion to a limited liability company does not result in a change in entity under Delaware law,¹ ABT Holdings will continue to exist with the same "rights, privileges and powers," "property," "debts due" and "all other things and causes of action" as before the conversion.²

The instant application seeks consent for the conversion with respect to AST's non-common-carrier earth station license only (call sign E090201), which is not subject to forbearance from prior approval requirements. Consistent with the Commission's rules, AST will timely file a post-conversion notification with respect to both its common-carrier and non-common-carrier earth station authorizations.³

¹ See 6 Del. Code § 18-214(d)-(g) & (i).

² See *id.* § 18-214(f).

³ 47 C.F.R. § 25.119(h)&(i).