



# PUBLIC NOTICE

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## Actions Taken Under Cable Landing License Act

### Section 1.767(a) Cable Landing Licenses, Modifications, and Assignments or Transfers of Control of Interests in Cable Landing Licenses (47 C.F.R. § 1.767(a))

By the Chief, Telecommunications and Analysis Division, International Bureau:

Pursuant to An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (Cable Landing License Act), Executive Order No. 10530, Exec. Ord. No. 10530 reprinted as amended in 3 U.S.C. § 301, and section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, the following applications ARE GRANTED. These grants of authority are taken under section 0.261 of the Commission's rules, 47 C.F.R. § 0.261. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of this public notice.

These applications have been coordinated with the Department of State and other Executive Branch agencies pursuant to section 1.767(b) of the Commission's rules, 47 C.F.R. § 1.767(b), and consistent with procedures established with the Department of State. See Review of Commission Consideration of Applications under the Cable Landing License Act, IB Docket No. 00-106, Report and Order, 16 FCC Rcd 22167, 22192-93, paras. 51-52 (2001) (Submarine Cable Landing License Report and Order); Streamlined Procedures for Executive Branch Review of Submarine Cable Landing License Requests, State Department Media Note (Revised) (rel. Dec. 20, 2001) available at <http://2001-2009.state.gov/r/pa/prs/ps/2001/6951.htm>.

This public notice serves as each cable landing licensee's Cable Landing License, or modification thereto, pursuant to the Cable Landing License Act and sections 1.767 and 1.768 of the Commission's rules. Cable landing licensees should review carefully the terms and conditions of their licenses. Failure to comply with these terms and conditions or relevant Commission rules and policies could result in fines or forfeitures.

Transfer of Control

Grant of Authority

Date of Action: 11/16/2018

**Current Licensee:** AST Telecom, LLC d/b/a Bluesky**FROM:** Amper, S.A.**TO:** Amalgamated Telecom Holdings Limited

Application filed for consent to transfer control of AST Telecom, LLC d/b/a Bluesky (AST), American Samoa Hawaii Cable, LLC (ASHC), and Samoa American Samoa Cable, LLC (SASC and, together with AST and ASHC, the Cable Landing Licensees), from their 91.98% indirect parent, Amper, S.A. (Amper), to Amalgamated Telecom Holdings Limited (ATH, together with Amper and the Cable Landing Licensees, Applicants). The Cable Landing Licensees jointly hold the cable landing license for the American Samoa-Hawaii Cable System (ASH Cable System), SCL-LIC-20080814-00016.

The ASH Cable System connects Keawaula, Hawaii; Iliili, American Samoa; and Apia, Independent Samoa. ASHC owns the Hawaii-American Samoa wet-link portion of the ASH Cable System and the Hawaii and American Samoa shore-end portions of the ASH Cable System. SASC owns the Independent Samoa-American Samoa wet-link and Independent Samoa shore-end portions of the system. AST owns and operates the Iliili cable station in American Samoa.

Pursuant to the terms of a Sale and Purchase Deed dated September 23, 2016, AST's direct 100% parent, eLandia International Inc., will sell all of AST's issued and outstanding member interests to a direct, wholly-owned subsidiary of ATH formed in Delaware for the purpose of this transaction, Amalgamated Bluesky Telecom Holdings Incorporated. Thus, AST, which is organized in Delaware, will become an indirect, wholly-owned subsidiary of ATH upon consummation of the proposed transaction. ATH will also acquire from eLandia International Inc. all of the issued and outstanding shares of eLandia Technologies, Inc. (ELT), a Delaware corporation which is headquartered in Miami, Florida and holds an approximate 66.67% direct equity and voting interest in ASHC. The American Samoa Government holds the remaining approximate 33.33% interest in ASHC, which it will retain post-closing. SASC is, and will remain post-closing, a direct wholly-owned subsidiary of ASHC. ASHC and SASC are Delaware limited liability companies headquartered in American Samoa. See Applications filed for the Transfer of Control of AST Telecom, LLC d/b/a Bluesky et al., Public Notice, IB Docket No. 16-420, 30 FCC Rcd 1030 (IB/WCB/WTB 2017).

ATH was incorporated as a public company in 1998 under the laws of the Republic of Fiji as a vehicle through which the Fiji government consolidated its investments in the telecommunications sector for the purpose of privatization and liberalization under Fiji's public sector reform program. ATH is listed on the South Pacific Stock Exchange. According to the Petition, the Fiji National Provident Fund (FNPF) holds approximately 72.6% of ATH's equity and voting interests. The FNPF is a superannuation fund that collects compulsory contributions from private sector and public sector employees and employers to provide retirement benefits to Fiji workers. FNPF's seven directors are appointed by Fiji's Minister of Finance, with four members designated by the FNPF and three designated by the Fiji government, which holds an approximate 17.3% equity and voting interest in ATH. Pursuant to the South Pacific Stock Exchange Listing rules, at least one-third of ATH's directors must be "independent" directors. The remaining 10.10% of ATH's shares are held by more than 1500 shareholders, none of which holds a five-percent-or-greater equity or voting interest in ATH.

We grant the Petition to Adopt Conditions to Authorizations and Licenses filed in this proceeding on November 13 2018 by the U.S. Department of Justice (DOJ), with the concurrence of the U.S. Department of Homeland Security (DHS) and the U.S. Department of Defense (Petition). Accordingly, we condition grant of this application for transfer of control of the cable landing license on compliance by Amalgamated Telecom Holdings Limited with the commitments and undertakings set forth in the Letter of Assurances from Ivan Fong, Chief Executive Officer and Company Secretary, Amalgamated Telecom Holdings Limited, to Under Secretary for Strategy, Policy, and Plans, DHS, and Assistant Attorney General for National Security, DOJ, dated November 12, 2018 (LOA); and the Letter of Commitments from Ivan Fong, Chief Executive Officer and Company Secretary, Amalgamated Telecom Holdings Limited, to Assistant Attorney General for National Security, DOJ, dated November 12, 2018 (LOC). In addition, as requested by the agencies, we remove compliance with the February 2, 2011 National Security Agreement between American Samoa Hawaii Cable, LLC, Samoa American Samoa Cable, LLC, American Samoa License, Inc. and AST Telecom, LLC d/b/a Blue Sky Communications, DOJ and DHS, as a condition on the cable landing license. See SCL-T/C-20101022-00024, SCL-T/C-20101022-00025, SCL-T/C-20101022-00026, Actions Taken Under Cable Landing License Act, Public Notice, 26 FCC Rcd 2018 (IB 2011).

A failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of the underlying authorizations and thus grounds for declaring the license terminated without further action on the part of the Commission. Failure to meet a condition of this authorization may also result in monetary sanctions or other enforcement action by the Commission. A copy of the Petition and the LOA and LOC are publicly available and may be viewed on the FCC website through the International Bureau Filing System (IBFS) by searching for SCL-T/C-20161220-00026 and accessing "Other filings related to this application" from the Document Viewing area.

ATH agrees to accept and abide by the reporting requirements set out in 1.767(l) of the Commission's rules 47 CFR § 1.767(l).

This authorization is without prejudice to the Commission's action in any other related pending proceedings.