

10-229

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

E LANDIA INTERNATIONAL, INC.

Petition for Declaratory Ruling Under
Section 310(b)(4) of the Communications
Act of 1934, as Amended

FCC File No. ISP-PDR-2010-__

PETITION FOR DECLARATORY RULING

Pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended¹ and the Commission's implementing rules and policies thereafter, eLandia International, Inc. ("eLandia") (FRN 0016157018) hereby petitions the Commission for a declaratory ruling that it would serve the public interest to permit the direct foreign ownership of eLandia and thus the indirect foreign ownership of eLandia's Title III-licensed subsidiaries AST Telecom, LLC d/b/a Blue Sky Communications ("Blue Sky") (FRN 0007435902) and American Samoa License, Inc. ("ASLI") (FRN 0001843432) (and together with Blue Sky, the "eLandia Licensees") in excess of the 25 percent benchmark of Section 310(b)(4), and in excess of the Commission's previously-approved foreign ownership levels for the eLandia Licensees.² Blue Sky holds licenses for the AWS and lower 700 MHz bands, and was also the winning bidder in Auction 78 for two AWS licenses that have not yet been granted. ASLI is the licensee for a broadband PCS authorization

¹ 47 U.S.C. § 310(b)(4).

² See *AST Telecom, LLC*, Grant of Authority, FCC File No. ISP-PDR-20080401-00006, DA 08-2577 (Int'l Bur., rel. Nov. 26, 2008) ("*November 2008 Ruling*").

and a cellular authorization, and also holds a transmit-receive satellite earth station authorization to provide common-carrier services.

Specifically, eLandia petitions the Commission for a declaratory ruling that Amper, S.A. (“Amper”), a Spanish *sociedad anónima*, i.e., corporation, may acquire up to an 84.88-percent ownership interest in eLandia.³

eLandia also requests that, consistent with Commission precedent, the Commission permit eLandia to accept additional foreign ownership beyond the interests held by the foreign persons and entities identified herein, up to 100 percent, to allow eLandia to exercise an option in the future that would result in a significant increase in Amper’s ownership of eLandia, and to accommodate incremental shifts in ownership that may occur as a result of minor changes in shareholdings of companies or individuals in the ownership chain.

For the reasons set forth below, the Commission should grant the requested declaratory ruling.

I. BACKGROUND

A. Prior Public-Interest Determinations Under Section 310(b)

On November 26, 2008, the Commission’s International Bureau granted Blue Sky’s petition for declaratory ruling permitting indirect foreign ownership of Blue Sky, ASLI, and eLandia Technologies, Inc. (“ELT”) in excess of 25 percent.⁴ Specifically, the ruling permitted

³ Concurrently with this petition, eLandia and its subsidiaries and Amper have filed applications to transfer control of: (1) transmit-receive satellite earth station authorizations held by Blue Sky and ASLI; (2) wireless licenses held by Blue Sky and ASLI; (3) a cable landing license held by American Samoa Hawaii Cable, LLC, Blue Sky, and Samoa American Samoa Cable, LLC; and (4) an international Section 214 authorization held by ASLI.

⁴ See *November 2008 Ruling*. eLandia does not include herein a request for a declaratory ruling with respect to ELT, as ELT is no longer a Title III licensee. ELT assigned its only Title III license, Call Sign WPOJ804, to SAL Spectrum LLC on January 7, 2010, following a

the indirect foreign ownership by: (1) Stanford International Bank Limited (“SIBL”), Stanford International Bank Holdings Limited (“SIBHL”), and R. Allen Stanford (up to and including 69.50 percent equity and voting interests); (2) Michael Ah Koy individually and as beneficiary and trustee of the James Michael Ah Koy Trust (3.27 percent equity and voting interests); and (3) the other named Fijian shareholders of eLandia (2.49 percent equity and voting interests).⁵

In addition, the ruling permitted Blue Sky, ASLI, and ELT to accept up to and including an additional, aggregate 25-percent indirect foreign equity and/or voting interests from those and other foreign investors (except SIBL, SIBHL, and R. Allen Stanford) without seeking further Commission approval under Section 310(b), subject to the condition that for purposes of calculating the additional, aggregate 25 percent amount, Blue Sky, ASLI, and ELT were to include the equity and voting interests held by the unidentified investors in eLandia (5.5 percent equity and voting interests).⁶

B. eLandia’s Capital Structure Reorganization

In February 2009, a voting trust was established as part of a capital structure reorganization of eLandia (the “Voting Trust”). Pete R. Pizarro is the trustee of that Voting Trust. That transaction replaced SIBL as the majority owner of eLandia. SIBL was issued Voting Trust Certificates in exchange for SIBL’s shares of eLandia. SIBL has become subject to a receivership imposed by the United States District Court for the Northern District of Texas in connection with a lawsuit by the Securities and Exchange Commission. The Receiver has “complete and exclusive control, possession, and custody” of “the assets, monies, securities,

grant of Commission consent to that assignment. *See* ULS File No. 0003920619. SAL Spectrum LLC has since notified the Commission of its pro forma assignment of the license to Choice Communications, LLC. *See* ULS File No. 0004266186.

⁵ *Id.*

⁶ *Id.*

properties, real and personal, tangible and intangible, of whatever kind and description, wherever located” of SIBL.⁷ The Receiver confirmed by letter dated June 2, 2009, to Pete Pizarro that “the assets and business operations of eLandia and its subsidiaries are *not* part of the Receivership Estate. The Voting Trust Certificates are, however, a part of the Receivership Estate.”⁸

The Voting Trust now holds 44.75 percent of the common stock of eLandia, and also holds non-voting preferred stock of eLandia. Under the Voting Trust, Mr. Pizarro is given discretion to vote the eLandia common stock held by the Voting Trust on most matters (and the Voting Trust Agreement sets forth voting requirements on other matters). Because Mr. Pizarro individually also owns 2.75 percent of the outstanding common stock of eLandia, Mr. Pizarro now exercises the right to vote 47.50 percent of the voting shares of eLandia, and has control of eLandia pursuant to the Communications Act of 1934, as amended, and the Commission’s rules and regulations.⁹

⁷ See Amended Order Appointing Receiver, *Securities and Exchange Commission v. Stanford Int’l Bank, Ltd.*, Case No. 3-09-cv-0298-N (N.D. Tex. March 12, 2009), at ¶¶ 1, 4.

⁸ See Letter from Ralph S. Janvey, Receiver, to Pete R. Pizarro, CEO, eLandia International, Inc. (June 2, 2009) (emphasis added), filed as attachment to SEC Form 8-K filed by eLandia International, Inc. (June 3, 2009).

⁹ See *Stratos Global Corporation, Transferor, Robert M. Franklin, Transferee, Consolidated Application for Consent to Transfer of Control*, Memorandum Opinion and Order and Declaratory Ruling, 22 FCC Rcd. 21328 at ¶ 35 (Dec. 7, 2007) (holding that trustee with the power to vote shares is deemed to control shares in trust). On August 26, 2010, the International Bureau granted consent for the capital structure reorganization. See *America Samoa License, Inc.*, Grant of Authority, FCC File No. ITC-T/C-20100125-00032, and *eLandia Technologies, Inc.*, Grant of Authority, FCC File No. ITC-T/C-20100324-00122, DA 10-1610 (Int’l Bur., rel. Aug. 26, 2010). The Wireless Telecommunications Bureau and the International Bureau’s Satellite Division have not yet granted consent for the transfer of a minority of the authorizations affected by the capital structure reorganization. See ULS File Nos. 0004089825 and 0004090634 (filed February 2, 2010), and FCC File No. SES-T/C-20100826-01101 (filed August 26, 2010).

II. OWNERSHIP CHANGES AS A CONSEQUENCE OF THE PROPOSED ACQUISITION

On July 29, 2010, eLandia entered into an agreement (“Contribution Agreement”) with Amper, whereby Amper will acquire approximately 85 percent of eLandia’s issued and outstanding shares and, upon closing, indirectly control the Licensees (“Proposed Acquisition”). Following the consummation of the Proposed Acquisition, the Licensees will continue to exist as indirect subsidiaries of Amper.

Pursuant to the Contribution Agreement, Amper will acquire 165,705,913 shares of eLandia’s newly-issued common stock in exchange for the contribution to eLandia by Amper of approximately 90 percent of the outstanding capital stock of Hemisferio Norte, S.A. (“Hemisferio”). Hemisferio owns 100 percent of Hemisferio Sul Participações Ltda. (“Hemisferio Sul”), which owns 88.96 percent of Medidata Informática, S.A. (“Medidata”), which owns 100 percent of XC Comercial e Exportadora Ltda. (“XC,” with Hemisferio, Hemisferio Sul, and Medidata, the “Contributed Entities”). The shares of eLandia’s common stock being issued to Amper will represent approximately 85 percent of eLandia’s issued and outstanding shares of common stock following the closing of the transactions contemplated by the Contribution Agreement.

The Contribution Agreement grants eLandia an option to buy Amper’s remaining interest in Hemisferio in exchange for an option price of \$8.9 million, payable by the issuance of shares of eLandia common stock at a price per share equal to the fair market value of a share of eLandia common stock as of the date of the exercise of the option (“Hemisferio Option”). eLandia may exercise the Hemisferio Option within six months of the closing of the Proposed Acquisition. eLandia’s exercise of the Hemisferio Option would significantly increase Amper’s ownership of eLandia.

Neither the Proposed Acquisition nor eLandia's exercise of the Hemisferio Option will terminate the ownership interests of eLandia's current shareholders. Rather, the current shareholders' ownership shares—including the shares of the current indirect foreign owners of Blue Sky and ASLI—will be diluted by eLandia's newly-issued common stock. In addition, pursuant to the Voting Trust agreement, following the Proposed Acquisition, the Voting Trust will terminate, and ownership of the shares previously held by the Voting Trust will revert to SIBL.¹⁰ The Receiver will have “complete and exclusive control, possession, and custody” of those shares.¹¹

Exhibit A shows the pre-consummation ownership structure of Blue Sky, ASLI, ELT, and eLandia. Exhibit B shows the post-consummation ownership structure of Blue Sky, ASLI, ELT, and eLandia.¹² In order to explain the consideration in the Proposed Acquisition, in Exhibit C, eLandia shows the pre-consummation Amper/Medidata and eLandia structures. In Exhibit D, eLandia shows the post-consummation ownership structure of Amper/Medidata/eLandia.

A. eLandia International, Inc.

eLandia, a Delaware corporation headquartered in Miami, Florida, is the parent company of the eLandia Licensees. eLandia is a diversified holding company whose operating units engage in the business of information technology and telecommunications services, primarily in

¹⁰ Voting Trust Agreement §§ 7, 8.

¹¹ See Amended Order Appointing Receiver, *Securities and Exchange Commission v. Stanford Int'l Bank, Ltd.*, Case No. 3-09-cv-0298-N (N.D. Tex. Mar. 12, 2009), at ¶ 4.

¹² These Exhibits are accurate as of the filing date of this application. Nevertheless, certain ownership-interest changes will occur in the near future—none of which will have a significant impact on the ownership of the eLandia Licensees. Specifically, Michael Ah Koy will cancel 150,000 shares of his eLandia stock pursuant to a settlement agreement. In addition, Jorge Enrique Alverado Amado has entered into a separation agreement pursuant to which he will surrender all of his 2,500,000 shares of eLandia stock. The Applicants will notify the Commission when each of these two transactions is completed.

Latin America and the Territory of American Samoa. eLandia is currently controlled by Pete R. Pizarro through the Voting Trust. eLandia subsidiaries, including the eLandia Licensees, hold various Commission licenses and authorizations to provide telecommunications services in the United States, including transmit-receive satellite earth station authorizations, wireless licenses, international Section 214 authorizations, and a cable landing license.¹³ The earth station authorization (call sign E990019) and the broadband PCS license (call sign KNLF302) and cellular license (call sign WQHM554) held by ASLI are common-carrier licenses. The AWS license (call sign WQGD479) and lower 700 MHz license (call sign WQJQ800) held by Blue Sky are common-carrier licenses. In addition, Blue Sky was the winning bidder in Auction 78 for geographic market AW-BEA175-B in American Samoa and geographic market AW-REA-011-F in American Samoa.¹⁴

B. American Samoa License, Inc.

ASLI is an American Samoa corporation headquartered in Pago Pago, American Samoa, and is a wholly-owned subsidiary of Blue Sky.

C. AST Telecom, LLC, d/b/a Blue Sky Communications

Blue Sky is a Delaware limited-liability company, and is a wholly-owned, direct subsidiary of eLandia.

¹³ See FCC File No. SES-MFS-20090106-00002, call sign E990019; FCC File No. SES-LIC-20091110-01440, call sign E090201; ULS File No. 0004090634, call sign WQGD479; FCC File No. 0004090634, call sign WQJQ800; ULS File No. 0004089825, call sign KNLF302; ULS File No. 0004089825, call sign WQHM554; FCC File No. ITC-214-19981207-00860; FCC File No. ITC-214-19980918-00671; FCC File No. SCL-LIC-20080814-00016.

¹⁴ The corresponding license application and a related waiver request are currently pending. See ULS File No. 0003573444. Blue Sky has requested from the Wireless Telecommunications Bureau a waiver of Section 1.2105(b)(2) of the Commission's rules in connection with its pending Auction No. 78 application, as its parent consummated its capital structure reorganization while that application was pending. eLandia therefore requests that the Commission consider the resulting AWS licenses (in the event the waiver and licenses are granted) along with the other Title III licenses as within the scope of this petition.

D. Pete R. Pizarro and the Voting Trust

Mr. Pizarro controls eLandia through the Voting Trust, as described in part I.B above. He is also an individual shareholder of eLandia, holding approximately 2.75 percent of the issued and outstanding common shares of eLandia. Mr. Pizarro is the Chief Executive Officer of eLandia and is a U.S. citizen.

E. Amper, S.A.

Amper operates as a holding company whose shares trade publicly on the Madrid Stock Exchange under the symbol AMP. Amper is headquartered in Madrid, Spain. Amper's operating units concentrate in three sectors:

- Amper's telecoms unit provides network and system integration services for operators, large industrial, financial, and public-sector clients; it also provides access, equipment, and related services to telecommunications operators. Its telecoms unit is currently active in Spain and Brazil. Amper is not a telecommunications carrier in any of the markets where it operates. Following the consummation of the Proposed Acquisition, the eLandia businesses will comprise part of Amper's telecom unit.
- Amper's defense unit designs, produces, integrates and maintains electronic equipment and information and communications systems—including command and control systems and military radio systems—for the defense market. Amper's defense unit is focused on the European market.
- Amper's homeland security unit designs and builds networks and systems to meet the security and critical communication needs. Amper's homeland security unit is focused on the European and Latin American markets.

Amper's shares are widely held. Amper has only one ten-percent-or-greater direct or indirect shareholder: Tvikap AB ("Tvikap"), an *aktiebolaget, i.e.*, corporation, organized in the Kingdom of Sweden, and headquartered in Stockholm, Sweden. Tvikap's principal business is managing investments for institutional and private clients. Tvikap is organized in Sweden solely for tax reasons. Tvikap is owned by more than forty (40) corporate and individual investors of Spanish nationality and has no majority or controlling owner. Tvikap directly owns 22.011 percent of Amper's shares.

Under Spanish law, shareholders have an obligation to notify the Spanish Stock Exchange Commission (Comisión Nacional del Mercado de Valores, "CNMV"), only when they surpass certain ownership thresholds: 3 percent, 5 percent, 10 percent, 15 percent, 20 percent, 25 percent, *etc.*¹⁵ Amper is able to obtain additional information about its shareholders from Iberclear, the Spanish Central Securities Depository, which is in charge of both the Register of Securities (held in book-entry form), and the clearing and settlement of all trades on the Spanish Stock Exchanges. Based on these sources, it is not possible for Amper to identify the nationality of all of its shareholders.

Based on CNMV and Iberclear information, Amper has eight additional one-percent-or-greater direct or indirect shareholders. Banco Castilla La Mancha is a *caja de ahorros, i.e.*, savings bank, organized in the Kingdom of Spain, and headquartered in Oviedo, Spain. Banco Castilla La Mancha directly owns 9.946 percent of Amper's shares.

Telefónica S.A. ("Telefónica") is a *sociedad anónima, i.e.*, corporation, organized in the Kingdom of Spain, and headquartered in Madrid, Spain. Telefónica's principal business is the provision of fixed, mobile, and broadband services in 25 countries, particularly Spain, Europe,

¹⁵ See Article 23.1 of the Spanish Royal Decree 1362/2007, October 19, 2007.

and Latin America. Telefónica's shares are widely held and trade on the Madrid, Buenos Aires, Euronext, Frankfurt, London, and Tokyo stock exchanges. Its American depositary receipts trade on the New York Stock Exchange. Its Brazilian depositary receipts trade on the Sao Paulo Stock Exchange. Telefónica equity trades as American depositary shares in Lima. Telefónica has no majority or controlling shareholder. Telefónica directly owns 5.78 percent of Amper's shares.

Monte de Piedad y Caja de Ahorros San Fernando de Huelva, Jerez y Sevilla ("Cajasol") is a *caja de ahorros*, i.e., savings bank organized in the Kingdom of Spain and headquartered in Seville, Spain. Cajasol is engaged in the business of financial services. Cajasol directly owns 5.1 percent of Amper's shares.

Naropa Capital S.L. ("Naropa") is a *sociedad limitada*, i.e., a limited-liability company, organized in the Kingdom of Spain, and headquartered in Valladolid, Spain. Naropa is engaged in the business of managing the investments of the Fernández Fermoselle family and is privately held. Naropa directly owns 5.06 percent of Amper's shares.

Liquidambar Inversiones Financieras, S.L. ("Liquidambar") is a *sociedad limitada*, i.e., a limited-liability company, organized in the Kingdom of Spain, and headquartered in Madrid, Spain. Liquidambar is a holding company engaged in numerous types of investments. Liquidambar is owned by several Spanish saving banks. Liquidambar directly owns 5.0 percent of Amper's shares.

Compañía de Seguros y Reaseguros ("Caser") is a Spanish insurance company owned by thirty-six Spanish savings banks. Caser is engaged in the business of insurance and financial services. Caser directly owns 2.97 percent of Amper's shares.

Goldman Sachs Securities (Nominees) Limited (“GSSN”) is a private limited company, incorporated in England and therefore of U.K. nationality. GSSN is engaged in the business of other financial intermediation. Amper does not know if GSSN holds its shares as a custodian for customers of another Goldman Sachs entity or on behalf of a Goldman Sachs entity as a beneficial owner. GSSN directly owns 1.82 percent of Amper’s shares.

State Street Bank and Trust Co. (“State Street”) is a Massachusetts trust company headquartered in Boston. State Street is engaged in the business of financial services, and is one of the principal operating subsidiaries of State Street Corporation, a Massachusetts corporation engaged in the business of financial services, which is also headquartered in Boston. State Street directly owns 1.21 percent of Amper’s shares.

Finally, Amper itself owns 2.24 percent of its shares as treasury shares.

All of Amper’s other shareholders each hold less than one percent of Amper’s shares. All of Amper’s 127 largest shareholders combined hold approximately 75 percent of Amper’s shares.¹⁶

As set forth in Table 1 below, pursuant to the five factors that the Commission considers in its “principal place of business” test, Amper has its “home market” in Spain, a WTO member country.¹⁷

¹⁶ The identities of the remaining 117 shareholders owning less than one percent of Amper’s shares are available, but are not included here.

¹⁷ See *Foreign Ownership Guidelines for FCC Common Carrier and Aeronautical Radio Licenses*, DA 04-3610, at 11-12 (Nov. 17, 2004) (“*Foreign Ownership Guidelines*”).

Table 1: Factors Supporting Amper’s Principal Place of Business Determination

Country of Amper’s incorporation, organization or charter	Spain
Nationality of Amper’s investment principals, officers, and directors	Spain, Sweden ¹⁸
Country in which Amper’s world headquarters is located	Spain
Country in which the majority of Amper’s tangible property, including production, transmission, billing, information, and control facilities, is located	Spain
Country from which Amper derives the greatest sales and revenues from its operations.	Spain

III. REQUEST FOR PUBLIC INTEREST DETERMINATION

Section 310(b)(4) establishes a 25-percent limitation on indirect, attributable foreign investment in U.S. common carrier radio licenses.¹⁹ However, Section 310(b)(4) also authorizes the Commission to permit higher levels of foreign ownership if doing so is not inconsistent with the public interest.²⁰ In its *Foreign Participation Order*, the Commission determined that it would promote competition in the United States and serve the public interest to allow indirect foreign ownership beyond the 25-percent benchmark established by Section 310(b)(4).

¹⁸ Amper’s only “investment principal” under the Commission’s *Foreign Ownership Guidelines* is Tvikap, an *aktiebolaget*, i.e., corporation, organized in the Kingdom of Sweden, and headquartered in Stockholm, Sweden. Tvikap is organized in Sweden solely for tax reasons. Tvikap directly owns 22.011 percent of Amper’s shares.

¹⁹ 47 U.S.C. § 310(b)(4).

²⁰ *Id.*

Specifically, under the open entry policy, a presumption exists that investment from WTO member countries is consistent with the public interest.²¹

eLandia therefore petitions the Commission for a declaratory ruling permitting indirect foreign ownership of the eLandia Licensees by (1) Amper (up to and including 84.88 percent equity and voting interest); (2) Michael Ah Koy individually as a Fijian citizen and as beneficiary and trustee of the James Michael Ah Koy Trust, a Fijian trust (0.37 percent equity and voting interest); (3) the other named Fijian shareholders of eLandia (0.41 percent equity and voting interests); (4) Jorge Enrique Alverado Amado, an individual Italian citizen (1.37 percent equity and voting interests); (5) SIBL, an Antigua and Barbuda limited company (6.76 percent equity and voting interests)²²; and (6) the foreign investors named herein, and other foreign investors (additional, aggregate 0.31 percent equity and/or voting interests), without seeking further Commission approval under Section 310(b).

The instant petition seeks approval of direct investment in eLandia, and therefore indirect investment in the eLandia Licensees, by individuals and entities from WTO member countries as set forth herein, as well as authority to accept additional foreign investment beyond that identified herein, in order to accommodate shifts in ownership in its publicly-traded investors. This investment is consistent with the Commission's open entry policy, and should be presumed to be in the public interest. There is no evidence to rebut that presumption.

In addition, the Proposed Acquisition will serve the public interest by enhancing eLandia's financial position. With these beneficial changes to eLandia, the eLandia Licensees will be better able to deliver international telecommunications services and low-cost connectivity

²¹ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd. 23,891, ¶ 9 (1997).

²² These shares will be controlled by the Receiver, Ralph S. Janvey, who is a U.S. citizen.

to support new economic opportunities to consumers, including consumers in the remote and economically depressed U.S. territory of American Samoa. Thus, the Commission should conclude that Amper's direct ownership of eLandia and indirect ownership of the eLandia Licensees serves the public interest.

CONCLUSION

For the foregoing reasons, eLandia requests that the Commission issue a declaratory ruling that indirect foreign investment as outlined herein is consistent with the public interest under Section 310(b)(4) of the Communications Act.

Respectfully submitted,

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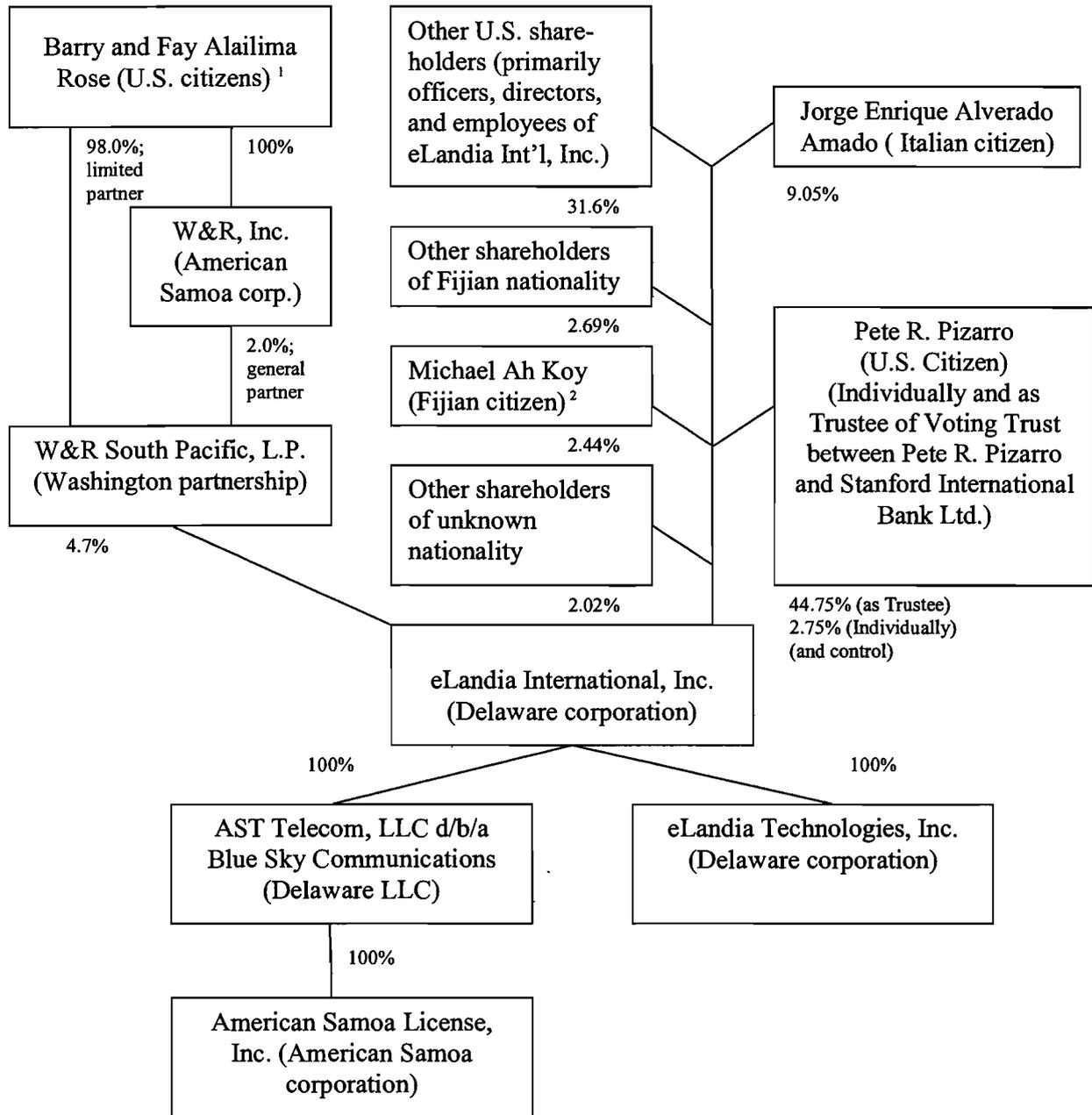
22 October 2010

Attachments

LIST OF EXHIBITS

- Exhibit A: Diagram Showing Pre-Transaction Direct and Indirect Ownership of the Applicants**
- Exhibit B: Diagram Showing Post-Transaction Direct and Indirect Ownership of the Applicants**
- Exhibit C: Diagram Showing Pre-Transaction Amper/Medidata and eLandia Structures**
- Exhibit D: Diagram Showing Post-Transaction Amper/Medidata/eLandia Structure**

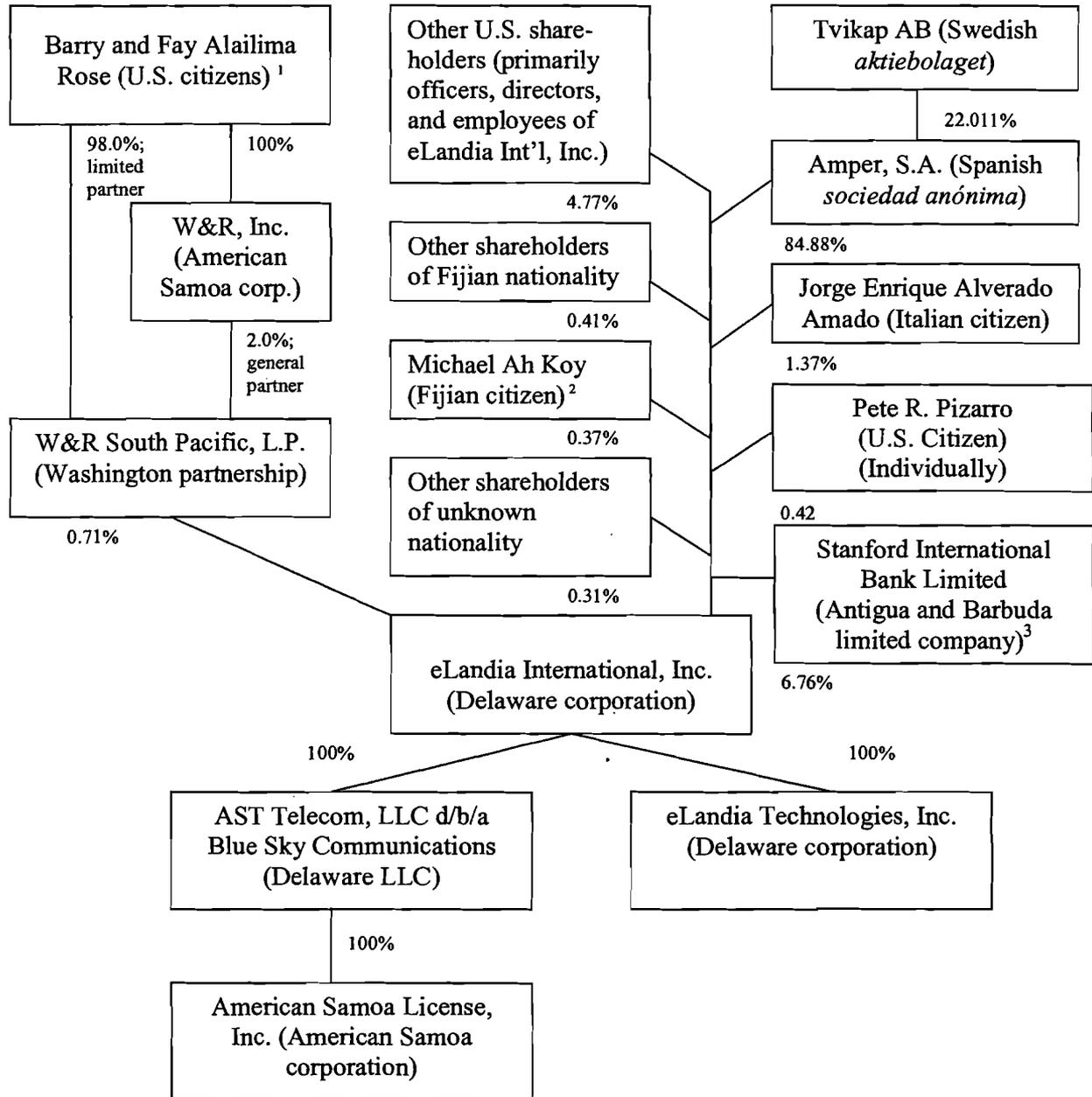
**Exhibit A:
Current Ownership of eLandia International, Inc., AST Telecom, LLC , American Samoa License, Inc., and eLandia Technologies, Inc.**



¹ Barry and Fay Alailima Rose are husband and wife and hold their ownership interests jointly.

² Michael Ah Koy's interest reflects direct shareholdings and his indirect interest as a beneficiary and trustee of the James Michael Ah Koy Trust, the shareholdings of which are also reflected in the total number for Mr. Ah Koy.

**Exhibit B:
Post-Consummation Ownership of eLandia International, Inc., AST Telecom, LLC ,
American Samoa License, Inc., and eLandia Technologies, Inc.**



¹ Barry and Fay Alailima Rose are husband and wife and hold their ownership interests jointly.

² Michael Ah Koy's interest reflects direct shareholdings and his indirect interest as a beneficiary and trustee of the James Michael Ah Koy Trust, the shareholdings of which are also reflected in the total number for Mr. Ah Koy.

³ These shares will be controlled by the Receiver, who is a U.S. citizen.

**Exhibit C:
Pre-Consummation Structures of Amper S.A./Medidata Informatica and eLandia International, Inc.**

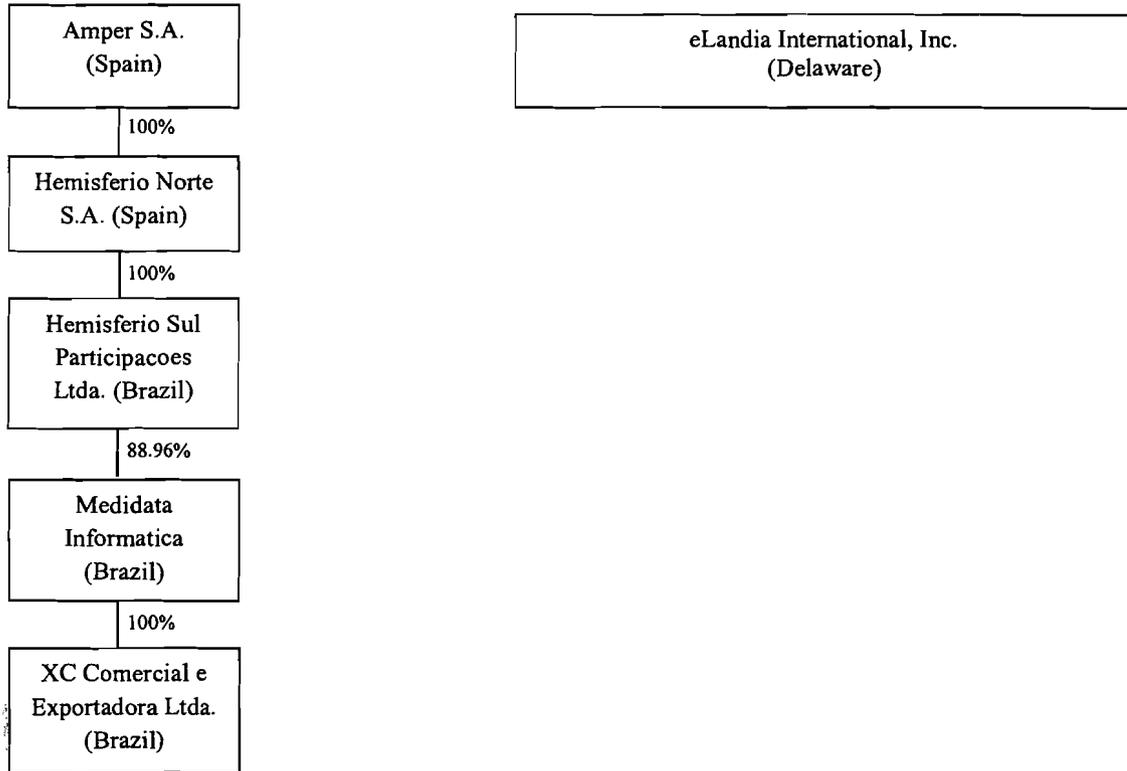


Exhibit D:

Post-Consummation Structure of Amper S.A./Medidata Informatica/eLandia International, Inc.

