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January 5, 2009

VIA EMAIL

Office of Mergers and Acquisitions
Division of Corporation Finance
Securities and Exchange Commission
100 F. Street, N.E.
Washington, D.C. 20549

Attn: Michele Anderson, Esq.
Christina E. Chalk, Esq.
Daniel F. Duchovny, Esq.

Re: Mandatory Tender Offer for Series B Shares of PT Indosat Tbk

Dear Mss. Anderson and Chalk and Mr. Duchovny:

We are writing on behalf of Qatar Telecom (Qtel) Q.S.C., a corporation organized under the laws of Qatar (“Qtel”).¹ On June 26, 2008 (the “Announcement Date”), in accordance with Indonesian law, Qtel announced its plans to make a tender offer, as mandated by applicable Indonesian law, to acquire all of the outstanding Series B common shares, par value Indonesia Rupiah 100 per share (“Series B Shares”), of PT Indosat Tbk, a publicly listed limited liability company established under the laws of the Republic of Indonesia (“Indosat”), including Series B Shares represented by American Depositary Shares (the “ADSs”). Qtel proposes to make the offer to acquire Series B Shares (including Series B Shares held as ADSs) pursuant to a dual offer structure, consisting of:

- a U.S. offer open to all holders of ADSs wherever located (the “U.S. Offer”); and

¹ We are admitted to practice only in the State of New York. To the extent this letter summarizes Indonesian law, we have relied on advice from Bahar & Partners, Qtel’s Indonesian counsel.

- an Indonesian offer open to all holders of Series B Shares, whether resident in Indonesia or outside Indonesia, if, pursuant to local laws and regulations applicable to such holders, they are permitted to participate in the Indonesian offer (the “Indonesian Offer” and, together with the U.S. Offer, the “Offers”).

The Offers are being made in accordance with Regulation Number IX.H.1 of the Indonesia Capital Market and Financial Institutions Supervisory Board (“BAPEPAM-LK”) on Take Over of Public Company (“BAPEPAM Regulation IX.H.1”), which requires that a party who acquires (i) fifty percent (50%) or more of an Indonesian public company’s shares or (ii) the capability to directly or indirectly control the management and/or policy of the public company, must make a tender offer for the remaining public shares of such company, subject to certain exceptions and limitations which are discussed below.

On June 22, 2008, Qtel completed an indirect acquisition of 2,217,590,000 Series B Shares, which represent approximately 40.81% of the total issued and outstanding Series B Shares (including Series B Shares held as ADSs), giving Qtel the capability to indirectly control the management and/or policy of Indosat and thereby triggering the mandatory tender offer requirements under BAPEPAM Regulation IX.H.1.

On October 29, 2008, BAPEPAM-LK notified Qtel that Indonesian regulations limiting foreign ownership in an Indonesian mobile phone operator to a maximum of 65% apply to Qtel’s ownership of Indosat. Qtel has been advised that it is required to pursue a mandatory tender offer to acquire such number of Series B Shares which, following the consummation of the Offers, would result in Qtel owning no more than 65% of Indosat. Both the Indonesian Tender Offer Statement and the applicable U.S. Offer documents will disclose the ownership limitation imposed on Qtel and the number of Series B Shares (including Series B Shares held as ADSs) which Qtel will offer to purchase.

On behalf of Qtel, we hereby respectfully request that the staff (the “Staff”) of the Securities and Exchange Commission (the “Commission”) grant exemptive relief from the provisions of Rule 14d-10(a)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to permit Qtel to make the Offers utilizing a dual-offer structure as described herein. The requested relief would enable Qtel to conduct the Offers in accordance with United States law and the requirements of BAPEPAM-LK Regulations.

I. Description of the Parties

Indosat

Indosat is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act. The Series B Shares are listed and publicly traded on the Indonesia Stock Exchange under the symbol “ISAT,” and the ADSs, which are evidenced by American Depositary Receipts, are listed and publicly traded on the New York Stock Exchange under the symbol “IIT”. Each ADS represents fifty (50) Series B Shares. The Series B Shares and the ADSs are registered with the Commission pursuant to Section 12(b) of the Exchange Act.

According to Indosat’s most recent Annual Report on Form 20-F filed with the Commission on May 5, 2008 (the “2007 20-F”), Indosat is a fully integrated Indonesian telecommunications network and service provider and provides a full complement of national and international telecommunications services in Indonesia. Indosat is the second-largest cellular operator, as measured by number of cellular subscribers, and one of the providers of international long-distance services in Indonesia. Indosat’s principal products and services include cellular services, fixed telecommunications (voice) services and broadband and narrowband MIDI services to Indonesian and regional corporate and retail customers. During 2007, Indosat’s operating revenues totaled Indonesian Rupiah 16,488.5 billion (approximately US\$1,755.4 million).

As of September 30, 2008, Indosat’s outstanding share capital consisted of one share of Series A Common Stock, par value Rp100 (the “Series A Share”), which is not subject to the Offers, and 5,433,933,499 Series B Shares (including Series B Shares held as ADSs). The Series A Share is a special share held by the Government of the Republic of Indonesia (the “Indonesian Government”) and has special voting rights. The Indonesian Government may not transfer the Series A Share. The Series A Share gives the Indonesian Government veto rights with respect to (i) amendment to the objective and purposes of Indosat; (ii) increase of capital without preemptive rights; (iii) merger, consolidation and acquisition; (iv) amendment to the provisions regarding the rights of the Series A Share as stipulated in the Articles of Association of Indosat; and (v) dissolution and liquidation of Indosat. The Series A Share also has the right to appoint one director and one commissioner of Indosat. Indosat has no issued and outstanding equity interests other than the Series A Share and Series B Shares (including the ADSs).

Qtel

Qtel is a publicly held corporation established in 1987, with shares of its capital stock listed on the Doha Securities Market, as well as the Kuwait Stock Exchange, Abu Dhabi Securities Market, Bahrain Stock Exchange and London Stock Exchange. Qtel is Qatar’s largest telecommunications provider and one of the largest public companies in that country. Qtel provides a wide range of telecommunications products, including

national, international, mobile GSM, Internet and cable television services. Qtel is the indirect owner of 2,217,590,000 Series B Shares through its wholly-owned subsidiary Qatar South East Asia Holding S.P.C., a company organized under the laws of Bahrain ("Qatar SEA Holding"). Qatar SEA Holding is the owner of all of the issued and outstanding shares of capital stock of Indonesia Communications Limited, a company incorporated under the law of Mauritius ("ICLM"), and Indonesia Communications Pte. Ltd., a company incorporated under the law of Singapore ("ICLS"). Collectively, ICLM and ICLS are the direct holders of 2,217,590,000 Series B Shares.

II. Ownership of Series B Shares and ADSs by U.S. Persons

Based on an analysis of publicly available information (including the 2007 20-F) and shareholder information provided by Indosat, Qtel believes that, as of August 1, 2008, there were approximately 5,433,933,499 Series B Shares (including Series B Shares held as ADSs) issued and outstanding, of which 898,141,750 Series B Shares were held as ADSs (representing approximately 16.53% of the outstanding Series B Shares). Qtel, through ICLM and ICLS, is the largest holder of Series B Shares (including Series B Shares held as ADSs), with beneficial ownership of 2,217,590,000 Series B Shares (approximately 40.81% of the outstanding Series B Shares). The Indonesian Government is the second largest holder of Series B Shares, with beneficial ownership of 776,624,999 Series B Shares (approximately 14.29% of the outstanding Series B Shares). According to the 2007 20-F and other publicly available information, no other Indosat shareholder owns more than 10% of the outstanding Series B Shares.

In order for an offer to qualify for exemptive relief from the rules applicable to persons conducting a tender offer in accordance with Rule 14d-1(d) under the Exchange Act ("Tier II Relief"), (i) the subject company must be a foreign private issuer and not an investment company, (ii) no more than 40% of the securities of the subject company sought in the offer may be held by holders who are resident in the United States ("U.S. Holders") and (iii) the offeror must comply, subject to any applicable exemptions, with all applicable U.S. tender offer rules and regulations. In determining the ownership percentage of U.S. Holders of Series B Shares (including Series B Shares held as ADSs) in accordance with Instruction 2 to Rules 14d-1(c) and 14d-1(d) under the Exchange Act, as amended by the Commission pursuant to Release Nos. 33-8957; 34-58597 (September 19, 2008) which became effective as of December 8, 2008 (the "2008 Cross-Border Release"), only the Series B Shares held by Qtel are to be excluded from such percentage calculation. Therefore, in order for the Offers to qualify for Tier II Relief, no more than 40% of the 3,216,343,499 Series B Shares not owned by Qtel may be held by U.S. Holders (that is, no more than 1,286,537,399 Series B Shares (including those held as ADSs) may be held by U.S. persons).

Based on the best information currently available to Qtel as to the historical ownership of Series B Shares and ADSs by U.S. holders, consisting of information

provided by Indosat, including information from Indosat's share registry, and inquiries by Indosat's securities administration agent (as of June 18, 2008) and the depository for the ADSs of banks and brokers who hold Series B Shares or ADSs on behalf of customers, there were 1,098,078,090 Series B Shares (including Series B Shares held as ADSs) held of record by U.S. Holders, which equals approximately 34.14% of the total number of outstanding Series B Shares (including Series B Shares held as ADSs) held by holders of Series B Shares other than Qtel (as the instructions to paragraphs (c) and (d) of Rule 14d-1 under the Exchange Act provide). Therefore, Qtel believes that, subject to its compliance with the other conditions contained in Rule 14d-1(d), Qtel is eligible for Tier II Relief.

III. The Proposed Transaction

Overview

As noted above, on June 22, 2008, Qtel, through its wholly-owned subsidiary Qatar SEA Holding, completed its acquisition of all of the issued and outstanding shares of capital stock of each of ICLM and ICLS, pursuant to a Share Purchase Agreement, dated June 6, 2008 (the "Share Purchase Agreement"), between Qtel and STT Communications Ltd., a company incorporated in Singapore ("STT"). Collectively, ICLM and ICLS are the direct holders of 2,217,590,000 Series B Shares, which represent approximately 40.81% of the issued and outstanding Series B Shares.

Mandatory Tender Offer Requirement

Qtel's indirect acquisition of approximately 40.81% of the issued and outstanding Series B Shares pursuant to the Share Purchase Agreement constitutes a change of control under BAPEPAM-LK Regulation IX.H.1, which provides that a change of control occurs upon the satisfaction of one of the following conditions:

- the parties concerned own 50% or more of the issued shares in the capital of the public company, or
- the parties concerned have the capability to directly or indirectly control the management or policy of the public company.

Pursuant to BAPEPAM-LK Regulation IX.H.1, upon a change of control, the new controller must conduct a tender offer to buy all the remaining shares in the company, except for (i) shares belonging to shareholder(s) who have entered into an agreement to sell their shares to the purchaser, (ii) shares belonging to shareholder(s) from whom the purchaser has offered to buy under the same terms and conditions as offered to the seller, (iii) shares belonging to another party which at the same time launches a tender offer of its own, (iv) shares belonging to other principal shareholders of the company or (v) shares belonging to other controlling shareholders of the company.

Dual Offer Structure

As noted above, Qtel has structured its proposed offer to acquire Series B Shares (including Series B Shares represented by ADSs) as two separate offers — the U.S. Offer and the Indonesian Offer. The U.S. Offer will be for all ADSs, wherever located, and the Indonesian Offer will be for all Series B Shares, wherever located. The purchase of Series B Shares and ADSs in the Offers will be made either by Qtel or a wholly owned subsidiary of Qtel.

In the Republic of Indonesia, tender offers are regulated by BAPEPAM-LK. With respect to companies that are incorporated under the laws of the Republic of Indonesia, we have been advised by Indonesian counsel to Qtel that BAPEPAM-LK interprets the Indonesian tender offer rules as requiring that a tender offer for securities of such a company must be conducted under the Indonesian tender offer rules, and, as a consequence, the U.S. Offer must be limited to ADSs and cannot include an offer to purchase Indosat's Series B Shares. Qtel's primary objective in proposing the dual offer structure is to satisfy this requirement and to reconcile U.S. and Indonesian legal and regulatory requirements that would otherwise be in conflict.

Both the Indonesian Offer and the U.S. Offer will be conducted in accordance with the U.S. federal securities laws, including Regulation 14D and Regulation 14E promulgated under the Exchange Act, except to the extent of any exemptive relief granted pursuant to this letter. In addition, the Indonesian Offer will be conducted in accordance with the provisions of BAPEPAM-LK Regulation IX.H.1, BAPEPAM-LK Regulation IX.F.1 and other applicable legislation.

Qtel has structured the Offers such that the procedural terms of the U.S. Offer will be at least as favorable as the procedural terms of the Indonesian Offer and such that the total economic value received by shareholders tendering into the Offers will be the same.

In addition to filing the U.S. Offer documents and the Indonesian Offer documents with the Commission, Qtel will disseminate the U.S. Offer documents and the Indonesian Offer documents upon commencement of the Offers in accordance with Rule 14d-4(a)(2) under the Exchange Act, (i) by means of a summary advertisement of the Offers in a newspaper or newspapers and (ii) by mailing by first class mail or otherwise furnishing with reasonable promptness the U.S. Offer documents to any holders of ADSs and the Indonesian Offer documents to U.S. Holders of Series B Shares. Qtel will also disseminate the Indonesian Offer documents outside the United States in accordance with Indonesian law and practice.

The U.S. Offer documents and the Indonesian Offer documents to be disseminated to U.S. holders of Series B Shares will explain that a separate Indonesian Offer is being made and will describe which shareholders are eligible to participate in each Offer, the differences between the Offers and any relief granted pursuant to this

letter. As discussed in more detail below, while U.S. holders of Series B Shares will not be permitted to tender Series B Shares in the U.S. Offer, Qtel will pay for the conversion fee that U.S. Holders of Series B Shares may incur if and when they elect to convert their Series B Shares into ADSs in order to participate in the U.S. Offer. The Offer documents will describe the procedures for U.S. holders of Series B Shares to convert their Series B Shares into ADSs, at Qtel's expense, in order to participate in the U.S. Offer. In addition, the Indonesian Offer documents distributed to U.S. holders of Series B Shares will fully and adequately disclose the risks of participating in the Indonesian Offer. The U.S. Offer documents will not provide information to U.S. holders as to the procedures for tendering into the Indonesian Offer.

Consideration

BAPEPAM-LK Regulation IX.H.1 requires that the offer price be greater than the average of the highest daily trading price of the Series B Shares of Indosat traded at the Indonesia Stock Exchange within the period of ninety (90) days prior to June 8, 2008, which is the announcement date of the commencement of negotiation on the takeover. The average of the highest daily trading price of the Series B Shares during such period was Rp6,416. However, Qtel is currently in discussions with BAPEPAM-LK regarding the appropriate offer price. Depending upon BAPEPAM-LK's determination following such discussions, the offer price may be equal to Rp7,388 per Series B Share and Rp369,400 per ADS which is the implied price for each Series B Share paid by Qtel to STT under the Share Purchase Agreement. In any event, the offer price will comply with BAPEPAM-LK Regulations and will be paid in cash, less any amounts withheld under applicable tax laws, and without interest, for each Series B Share and ADS, respectively, validly tendered under the Offers.

The consideration received under the U.S. Offer will be converted from Indonesian Rupiah into U.S. dollars based on an exchange rate which will be calculated by averaging the daily exchange rate for a specified period ending on or prior to the expiration of the U.S. Offer. The U.S. Offer documents will describe the manner in which the exchange rate will be calculated.

Conversion to ADSs by U.S. Holders of Series B Shares; Odd Lots

As noted above, pursuant to the procedures set forth in the Indonesian Offer documents to be distributed to U.S. holders of Series B Shares, U.S. holders of Series B Shares will be permitted to convert their Series B Shares into ADSs, at Qtel's expense, in order to participate in the U.S. Offer. To do so, such U.S. holder of Series B Shares will be required to deposit their Series B Shares with a designated custodian prior to the expiration of the U.S. Offer. For every 50 Series B Shares so deposited, one ADS will be created and tendered into the U.S. Offer. In order to maximize the number of Series B Shares that U.S. holders can convert into ADSs for tender into the U.S. Offer, lots of fewer than 50 Series B Shares (including any odd lot of Series B Shares held by a U.S.

holder whose aggregate ownership of Series B Shares is less than 50 Series B Shares) will be aggregated with other odd lots for conversion into whole ADSs for tender into the U.S. Offer. All such deposited Series B Shares that are not purchased in the U.S. Offer in the form of ADSs, whether due to proration, withdrawal or otherwise, will be returned to such converting shareholder in the form of Series B Shares. Qtel will be responsible for any fees relating to the conversion of any Series B Shares into ADSs by U.S. holders.

Duration of the Offers

It is Qtel's intention to make and maintain the same offer periods and settlement dates for the U.S. Offer and the Indonesian Offer.

In accordance with BAPEPAM-LK Regulation IX.F.1, Qtel is required to announce the tender offer plan in at least two (2) Indonesian language newspapers, one of which must have a nation-wide circulation. The announcement is comprised of (i) the identities of the tendering party; (ii) the conditions and special circumstances of the planned tender offer; (iii) the total number of equity securities of the target company owned by the tendering party; and (iv) the statement of accountant, bank, or security underwriter stating that the tendering party has sufficient funds for the tender offer. On June 26, 2008, Qtel announced the tender offer plan in *Bisnis Indonesia* and *Investor Daily*, an English language translation of which was filed with the Commission on the same day under the cover of Schedule TO-C. BAPEPAM-LK Regulation IX.F.1 provides that once the planned tender offer has been announced, the tender offer cannot be cancelled, unless otherwise approved by BAPEPAM-LK.

Under the Indonesian tender offer regulations, within five (5) days following the announcement of the planned tender offer, the tendering party must deliver a tender offer statement to BAPEPAM-LK, the Indonesia Stock Exchange and the target company. Among other requirements, the tender offer statement must include a statement from the tendering party regarding the availability of sufficient funds to implement the tender offer. This statement must be supported by a statement from the tendering party's accountant, bank or security underwriter. Qtel delivered the tender offer statement related to the Indonesian Offer (the "Indonesian Tender Offer Statement") to BAPEPAM-LK and the other required parties on July 1, 2008. Upon receipt of comments to the Indonesian Tender Offer Statement from BAPEPAM-LK, Qtel revised and resubmitted the Indonesian Tender Offer Statement to BAPEPAM-LK on September 12, 2008.

BAPEPAM-LK Regulation IX.F.1 provides that the Indonesian Tender Offer Statement will become effective on the fifteenth (15th) day after submission to BAPEPAM-LK, unless otherwise determined by BAPEPAM-LK. However, Indonesian counsel has informed BAPEPAM-LK that Qtel must obtain the relief requested hereunder from the Staff prior to commencing the Offers. BAPEPAM-LK has agreed to delay effectiveness of the Indonesian Tender Offer Statement until such time as the Staff

has provided the necessary relief to Qtel within a reasonable period of time. In the event that there is any further amendment to the Indonesian Tender Offer Statement, the effective date will be the fifteenth (15th) day following the date such amendment has been accepted by BAPEPAM-LK, unless otherwise specified by BAPEPAM-LK. The Indonesian Tender Offer Statement may only be distributed after it has become effective. Qtel will be required to commence the Offers within two (2) business days after the effective date of the Indonesian Tender Offer Statement.

Pursuant to BAPEPAM-LK Regulation XI.H.1, unless otherwise approved by BAPEPAM-LK, the tender offer made in relation to a change of control shall be open for a maximum period of thirty (30) days after the announcement of the tender offer statement.

BAPEPAM-LK Regulation IX.F.1 requires that the tender offer shall be settled by no later than twelve (12) days following the end of the offer period. Within ten (10) days following the settlement of the tender offer, the tendering party must report the result of the tender offer to BAPEPAM-LK.

Withdrawal Rights

Both the U.S. Offer documents and the Indonesian Offer documents will provide that any person who has deposited securities, whether Series B Shares or ADSs, and including Series B Shares deposited with a custodian for conversion to ADSs, has the right to withdraw such securities at any time prior to the expiration of the tender offer period.

Proration

As discussed above, Qtel will be restricted from holding in excess of 65% of the issued and outstanding Series B Shares following the consummation of the Offers. As Qtel currently holds 2,217,590,000 Series B Shares (approximately 40.81% of the outstanding Series B Shares), the maximum number of Series B Shares that Qtel will be permitted to acquire pursuant to the Offers is 1,314,466,774 (representing 24.19% of the outstanding Series B Shares).

In the event that more than 1,314,466,774 Series B Shares (including Series B Shares held as ADSs) are validly tendered in the Offers and not withdrawn prior to the expiration date of the Offers, Qtel would purchase up to 1,314,466,774 Series B Shares (including Series B Shares held as ADSs) from the tendering holders on a pro rata basis based on a proration factor. The proration factor will be determined on a consolidated basis whereby the aggregate number of Series B Shares tendered in the Indonesian Offer will be added with the aggregate number of Series B Shares underlying the ADSs tendered in the U.S. Offer. Specifically, the proration factor would be the quotient of (i) 1,314,466,774, divided by (ii) the aggregate number of Series B Shares (including Series

B Shares underlying ADSs) tendered in the Offers and not withdrawn prior to the expiration date. This proration factor would be applied to the aggregate number of Series B Shares or ADSs, as the case may be, tendered by the holder to determine the number of Series B Shares or ADSs that Qtel will purchase from such holder in the Offers, so that Qtel's ownership in Indosat following the completion of the Offers does not exceed the 65% limit mandated by Indonesian law.

IV. Discussion

Rules 14d-10(a)(1): Dual Offer Structure

Rule 14d-10(a)(1) under the Exchange Act provides that no person shall make a tender offer unless "the tender offer is open to all security holders of the class of securities subject to the tender offer." Rule 14d-1(d)(2)(ii) under the Exchange Act, as amended by the 2008 Cross-Border Release, provides exemptive relief from this provision and allows a bidder that qualifies for Tier II Relief to separate its offer "into multiple offers: one offer made only to U.S. holders, which may include all holders of American Depositary Shares representing interests in the subject securities, and one or more offers made to non-U.S. holders." It is a condition of this relief that the "offer to U.S. holders must be made on terms at least as favorable as those offered any other holder of the same class of securities that is the subject of the tender offer. U.S. holders may be included in the foreign offer(s) only where the laws of the jurisdiction governing such foreign offer(s) expressly preclude the exclusion of U.S. holders from the foreign offer(s) and where the offer materials distributed to U.S. holders fully and adequately disclose the risks of participating in the foreign offer(s)."

The 2008 Cross-Border Release provides that the revisions to Rule 14d-1(d)(2)(ii) and the "other rule changes to the Tier II exemptions are not intended to enable a bidder to make an offer open only to ADS holders. This would be prohibited where the target securities are registered under Section 12 of the Exchange Act and the all-holders provisions of U.S. tender offer rules apply." Here, the U.S. Offer is being extended to all holders of ADSs wherever located, and the Indonesian Offer is being extended to all holders of Series B Shares wherever located. The Commission takes the position that ADSs and the shares of capital stock underlying the ADSs should be treated as a single class of securities for purposes of Section 14(d) of the Exchange Act and the regulations thereunder. Therefore, Rule 14d-10(a)(1) could be read to prohibit the dual structure of the Offers and Rule 14d-1(d)(2)(ii) would not exempt such structure from the application of Rule 14d-10(a)(1).

Based on discussions between Qtel's Indonesian counsel and BAPEPAM-LK, BAPEPAM-LK will not permit Qtel to extend the U.S. Offer to U.S. holders of Series B Shares and requires that all holders of Series B Shares (including U.S. holders) tender their Series B Shares only into the Indonesian Offer. In an effort to comply with this restriction imposed under Indonesian law and the requirements of Rule 14d-10(a)(1), as

discussed above, U.S. holders of Series B Shares will be permitted to convert, at Qtel's expense, their Series B Shares into ADSs to participate in the U.S. Offer.

Holders of ADSs will be entitled to participate in the U.S. Offer on terms at least as favorable as those offered to holders of Series B Shares in the Indonesian Offer. The Indonesian Offer documents distributed to U.S. holders of Series B shares will fully and adequately disclose the risks of participating in the Indonesian Offer.

We believe that the best method for complying with BAPEPAM-LK's requirements and reconciling such requirements with U.S. securities laws is the dual offer structure described in this letter. Therefore, based on the foregoing discussion, Qtel respectfully requests that the Staff grant exemptive relief from the provisions of Rule 14d-10(a)(1) to permit Qtel to make the U.S. Offer only to holders of ADSs, wherever located, and to permit Qtel to include U.S. holders of Series B Shares in the Indonesian Offer.

We note that, under the Exchange Act rules in effect prior to the amendments enacted by the 2008 Cross-Border Release, the Staff has permitted other similar dual offer structures involving a foreign offer for all holders of capital stock underlying ADSs and a U.S. offer for all holders of ADSs, wherever located. *See* Bolivarian Republic of Venezuela, SEC No-Action Letter, 2007 WL 1362906 (April 6, 2007) (offers by the Bolivarian Republic of Venezuela for shares of Compania Anonima Nacional de Telefonos de Venezuela pursuant to a Venezuelan offer and ADSs pursuant to a U.S. offer.); Compania Anonima Nacional Telefonos de Venezuela, SEC No-Action Letter, 2001 WL 1269015 (October 22, 2001) (offers by The AES Corporation for shares of Compania Anonima Nacional Telefonos de Venezuela pursuant to a Venezuelan offer and ADSs pursuant to a U.S. offer); and Primor Alimentos C.A., SEC No-Action Letter, 2001 WL 243319, (February 20, 2001) (offers by Primor Alimentos C.A for shares of Mavesa S.A. pursuant to a Venezuelan offer and ADSs pursuant to a U.S. offer).

IV. Requested Exemptive Relief

Based on the foregoing, on behalf of Qtel, we respectfully request that the Staff confirm that it will grant exemptive relief from the provisions of Rule 14d-10(a)(1) under the Exchange Act to permit the Offers to be conducted according to the dual offer structure described in this letter.

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Securities and Exchange Commission
Division of Corporation Finance
January 5, 2009
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If you have any questions about, or desire any additional information regarding, the matters discussed in this letter, please call me (212-259-6640) or Chang-Do Gong (212-259-6056). If for any reason you do not concur with any of the views expressed in this letter, we respectfully request an opportunity to confer with you prior to any written response.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Morton A. Pierce".

Morton A. Pierce