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June 7, 2007

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Policy Division
International Bureau

Federal Communications Commission
Office of the Secretary

Eric Fishman
202 828 1849
eric.fishman@hklaw.com

COPY

VIA HAND DELIVERY

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20054

Re: Foreign Carrier Affiliation Notification for Antilles Crossing-St. Croix, Inc.
Cable Landing Licensee for the Antilles Crossing System,
FCC File No. SCL-LIC-20031125-00032

Dear Ms. Dortch:

Pursuant to Section 1.768 of the Commission's rules, Antilles Crossing-St. Croix, Inc. ("ACSC") (FRN 0013963624), hereby notifies the Commission of new foreign carrier affiliations which it will acquire in Barbados and St. Lucia pursuant to a planned joint venture with Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group ("AGI"). An application for transfer of control of ACSC from its current shareholders to AGI is being filed concurrently with this letter. In connection with this transaction, a foreign carrier affiliation notification is also being filed concurrently by Global Caribbean Network ("GCN"), a subsidiary of Global Caribbean Fiber ("GCF"), a wholly-owned subsidiary of AGI.

By the attached certification, ACSC certifies the following information in response to Section 1.768(e) of the Commission's rules:

1. Name and Countries of Affiliation¹

Middle Caribbean Network, S.A.S.
Southern Caribbean Fiber, S.A.S.
Tour Secid, 6th Floor
Place de la Rénovation
French West Indies
97110 Pointe-à-Pitre
Guadeloupe, France
Phone: +590 590 57 10 00

¹ See 47 C.F.R. § 1.768(e)(1).

GCF, the majority owner of GCN, is also the 100% owner of Middle Caribbean Network ("MCN"), a submarine fiber optic system with landing stations in Guadeloupe, Dominica and Martinique, and the 93% owner of Southern Caribbean Fiber ("SCF"), a submarine fiber optic system with landing stations in Martinique, St. Kitts, St. Lucia, St. Vincent and the Grenadines, Grenada, Trinidad, Barbados and Antigua.

2. WTO Status²

Barbados and St. Lucia are both members of the World Trade Organization.³

3. Name and File Number of Cable System⁴

This foreign carrier notification is made with respect to the Antilles Crossing system, FCC File No. SCL-LIC-20031125-00032.

4. Names, Addresses, Citizenships, and Principal Businesses of Ten-Percent-or Greater Owners of ACSC, GCN, MCN and SCF⁵

Pursuant to an application filed concurrently with this letter, ACSC seeks authority effectuate a transfer of control from Leucadia National Corporation ("Leucadia"), its current indirect majority shareholder, to GCF, whose two sole equity owners will be AGI (60%) and Caribbean Fiber Holdings, LP ("CFH"), a newly formed limited partnership ultimately controlled by Leucadia.

The address of Global Caribbean Fiber is as follows:

Global Caribbean Fiber, S.A.
Tour Secid, 6th Floor
Place de la R novation
French West Indies
97110 Pointe- Pitre
Guadeloupe, France

AGI is a holding company organized under the laws of France. Its majority owner of AGI is S.A.L Loret et Compagnie, a public limited company organized under the laws of France, which holds a 61.5% equity interest in AGI. The principal remaining owner of AGI is Christiane Aubery Loret, who owns a 34.26% interest in the company.

² See 47 C.F.R.   1.768(e)(2).

³ World Trade Organization, Members and Observers (2007) available at http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm.

⁴ See 47 C.F.R.   1.768(e)(3).

⁵ See 47 C.F.R.   1.768(e)(4).

The address of AGI is as follows:

Auto-Guadeloupe Investissement, S.A.
Tour Secid, 6th Floor
Place de la Rénovation
French West Indies
97110 Pointe-à-Pitre
Guadeloupe, France

The principal owners of S.A. L. Loret et Compagnie, holding a ten-percent-or-greater equity interest are: SC Sciparin, a holding company organized under the laws of France (48.36%), Christiane Aubery Loret (33.37%), and Lucien Loret (15.10%), a citizen of France. The headquarters of S.A. Loret et Compagnie is at the same location as AGI.

Caribbean Fiber Holdings, LP is a newly formed limited partnership organized under the laws of Delaware. Its address is as follows:

Caribbean Fiber Holdings, LP
c/o Leucadia National Corporation
529 East South Temple
Salt Lake City, Utah 84102

The majority owner of Caribbean Fiber Holdings, holding a 74.9% limited partnership interest, is Baldwin Carib, LP, a limited partnership organized under the laws of Delaware. Baldwin Carib LP is an indirect wholly owned subsidiary of Leucadia, a New York corporation operating as a holding company engaged in telecommunications, banking and lending. The general partner of Caribbean Fiber Holdings, holding a 0.1% general partnership interest, is LUK-Carib, LLC, a Delaware limited liability company. The 100% owner of LUK-Carib, LLC is Baldwin Enterprises, Inc., a Colorado corporation and indirect wholly-owned subsidiary of Leucadia.

The address of Leucadia is:

Leucadia National Corporation
315 Park Avenue South
New York, New York 10010

The address of Baldwin Carib, LP is:

Baldwin Carib, LP
c/o Leucadia National Corporation
529 East South Temple
Salt Lake City, Utah 84102

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The address of LUK-Carib, LLC is:

LUK-Carib, LP
c/o Leucadia National Corporation
529 East South Temple
Salt Lake City, Utah 84102

Leucadia has two ten-percent-or-greater shareholders: Ian M. Cumming and Joseph S. Steinberg. Their addresses, respectively, are:

Ian M. Cumming
c/o Leucadia National Corporation
529 East-South Temple
Salt Lake City, Utah 84102

and

Joseph S. Steinberg
c/o Leucadia National Corporation
315 Park Avenue South
New York, New York 10010

Messrs Cumming and Steinberg are both U.S. citizens. As of March 29, 2007, Mr. Cumming (and his family and certain trusts for the benefit of his family, and a charitable trust) beneficially owns approximately 11.7% of the outstanding shares of Leucadia, and Mr. Steinberg (and his family and certain trusts for the benefit of his family) beneficially owns approximately 12.9% of the outstanding shares of Leucadia. Messrs. Cumming and Steinberg have an oral agreement pursuant to which they will consult with each other as to the election of a mutually acceptable Board of Directors of Leucadia.

The remaining 25% limited partnership interest in Caribbean Fiber Holdings is owned by LPH Telecom Ltd. ("LPH Telecom"), a wholly-owned subsidiary of Light & Power Holdings Ltd. ("Light & Power"), a publicly-traded limited company whose shares are listed on the Barbados Stock Exchange and which operates as a holding company for electricity generation and distribution and telecommunications businesses. LPH Telecom's address is as follows:

LPH Telecom Ltd.
c/o Light & Power Holdings Ltd.
Garrison Hill
St. Michael, Barbados

Leucadia also owns 37.82% of Light & Power's shares (as of April 30, 2007). Leucadia National Corporation therefore holds a combined direct and indirect interest of 84.455% in Caribbean Fiber Holdings.

5. Interlocking Directorates⁶

ACSC has no interlocking directorates.

6. Date of Closing⁷

The consummation of the joint venture agreement between AGI and Baldwin Enterprises, a wholly owned subsidiary of Leucadia, as described in ACSC's concurrently filed transfer of control application, will take place within 30 days following Commission approval of said application.

7. Market Power Showing⁸

ACSC's new foreign carrier affiliates in Barbados and St. Lucia lack market power in their destination markets. The dominant carriers in Barbados and St. Lucia are Barbados External Communications Ltd. and Cable & Wireless (St. Lucia) respectively—both affiliates of Cable & Wireless plc. MCN and SCF are relatively new entrants into the Barbados and St. Lucia markets, and each lacks 50-percent market share in either the international transport or local access markets in either Barbados or St. Lucia. (Similarly, the combined market share of ACSC's existing and new foreign affiliates in either the international transport or local access markets in either Barbados or St. Lucia will fall far below the 50 percent.) Moreover, neither MCN nor SCF appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.⁹ Consequently, MCN and SCF each qualifies for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's rules, exemption from the reporting requirements in Section 1.767(l) of the Commission's rules, and notification of the foreign carrier affiliations described herein pursuant to Section 1.768(c) of the Commission's rules.¹⁰

⁶ See 47 C.F.R. § 1.768(e)(5).

⁷ See 47 C.F.R. § 1.768(e)(6).

⁸ See 47 C.F.R. § 1.768(e)(7).

⁹ See The International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets, Public Notice, 22 FCC Rcd. 945 (Int'l Bur. 2007).

¹⁰ See 47 C.F.R. §§ 1.767(c), (l), 63.10(a)(3).

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If you have any questions, please do not hesitate to contact the undersigned counsel directly.

Respectfully submitted,



Eric Fishman

Counsel for Antilles Crossing – St. Croix, Inc.

Attachment

cc: George Li

Ambassador David Gross
U.S. Coordinator
EB/CIP, U.S. Department of State
2201 C Street, NW
Washington, DC 20520-5818

Kathy Smith
Chief Counsel, NTIA
U.S. Department of Commerce
14th St. and Constitution Ave., NW
Washington, DC 20230

Hillary Morgan
Deputy General Counsel
Defense Information Systems Agency
Code RGC
701 S. Courthouse Road
Arlington, VA 22204

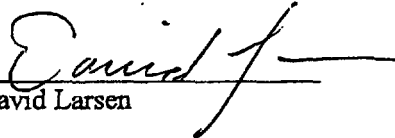
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CERTIFICATION

I, David Larsen, Treasurer of Antilles Crossing – St. Croix, Inc. ("ACSC"), do hereby certify that the statements and representations regarding ACSC in this foreign carrier affiliation notification are true, complete and correct to the best of my knowledge and made in good faith.

I further certify that ACSC has not agreed to and will not in the future agree to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route.

I further certify that no party to this foreign carrier affiliation notification is subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 47 C.F.R. §§ 1.2001-2003; 21 U.S.C. § 853a,


David Larsen

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