

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

TYSONS CORNER

8000 TOWERS CRESCENT DRIVE

SUITE 1200

VIENNA, VIRGINIA 22182

(703) 918-2300

FACSIMILE

(703) 918-2450

www.kelleydrye.com

DIRECT LINE (703) 918-2320

E-MAIL: jgriffin@kelleydrye.com

NEW YORK, NY
WASHINGTON, DC
LOS ANGELES, CA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES
BANGKOK, THAILAND
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MANILA, THE PHILIPPINES
MUMBAI, INDIA
TOKYO, JAPAN

June 27, 2003

RECEIVED

JUN 27 2003

**FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY**

Marlene H. Dortch
Secretary
Federal Communications Commission
The Portals
445-12th Street, N.W.
Washington, D.C. 20554

Re: PCCW Enterprises Limited
Notice of Pro Forma Transfer of Control Under Section 63.24

Dear Ms. Dortch:

PCCW Enterprises Limited, by its attorney, hereby submits for filing an original and four (4) copies of the above-captioned notice. Enclosed as well is a duplicate of this filing. Please date-stamp the enclosed duplicate upon receipt and return it to the bearer.

If you have any questions regarding this filing, please contact the undersigned counsel.

Sincerely,



Joan M. Griffin

/JMG
Enclosures

KELLEY DRYE & WARREN LLP

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Secretary
Federal Communications Commission
The Portals
445-12th Street, S.W.
Washington, D.C. 20036

Re: PCCW Enterprises Limited
Notice of Pro Forma Transfer of Control Under Section 63.24
Relevant file numbers as listed in Attachment 1

Attn: International Bureau

Dear Ms. Dortch:

PCCW Enterprises Limited ("PCCW Enterprises"), by its attorney and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission's Rules, 47 C.F.R. § 63.24, hereby notifies the Commission that PCCW Enterprises' Section 214 authorizations granted in the file numbers listed in Attachment 1 have been transferred on a *pro forma* basis to one of its subsidiary companies, BtN Access Limited ("BtNAccess").¹

¹ Although PCCW Enterprises previously advised the Commission that one of its subsidiary companies, PCCW Pacific (US) Inc., would operate under PCCW Enterprises' Section 214 authority, that has not in fact happened. Since PCCW Pacific (US) Inc. is not a parent or subsidiary of BtNAccess, it will not operate under BtNAccess' authority as transferred from PCCW Enterprises, and it does

Marlene H. Dortch
Secretary
Federal Communications Commission
June 27, 2003
Page 2

As required by Section 63.24(f)(2) of the Commission's Rules, BtNAccess provides the following information:

- (1) The name, address, and telephone number of BtNAccess is:

BtN Access Limited
c/o Beyond the Network America, Inc.
Reston Executive Center
12100 Sunset Hills Road, Suite 300
Reston, VA 20190
(703) 621-1600

- (2) BtNAccess is a limited liability company organized under the laws of the British Virgin Islands.
- (3) Correspondence concerning BtNAccess should be addressed to:

Cynthia R. Perkinson
Vice President, General Counsel
Beyond the Network America, Inc.
Reston Executive Center
12100 Sunset Hills Road, Suite 300
Reston, VA 20190
Tel: 703-621-1623
Fax: 703-621-1621

With copy to:

Robert J. Aamoth
Kelley Drye & Warren LLP
1200 19th Street NW
Suite 500
Washington, D.C. 20036
Tel: 202-955-9600
Fax: 202-955-9792

And:

not require Section 214 authority since it does not provide regulated telecommunications services in the U.S.

Marlene H. Dortch
Secretary
Federal Communications Commission
June 27, 2003
Page 3

Joan M. Griffin
Kelley Drye & Warren LLP
8000 Towers Crescent Drive
Suite 1200
Vienna, VA 22182
Tel: 703-918-2300
Fax: 703-918-2450

- (4) BtNAccess has not previously received authority under Section 214 of the Act.
- (5) BtNAccess is a wholly-owned subsidiary of PCCW Limited ("PCCW"). PCCW is a Hong Kong company whose registered office address is:

PCCW Limited
39th Floor, PCCW Tower
TaiKoo Place, 979 King's Road
Quarry Bay, Hong Kong

PCCW's securities are listed on The Stock Exchange of Hong Kong Limited (permanent ticker symbol: 0008, although as a result of a recent reverse stock split, PCCW stock was scheduled to trade under ticker symbol 2906 until 14 February 2003), and in the form of American Depositary Receipts ("ADRs") on the New York Stock Exchange, Inc. (ticker symbol: PCW). Pacific Century Regional Developments Limited ("PCRD"), Pacific Century Group Holdings Limited ("PCG"), and Pacific Century Diversified Limited ("PCD") together own approximately 36.62 percent of PCCW. PCRD is a Singapore company listed on the Singapore Exchange Securities Trading Limited. PCRD's address is as follows:

Pacific Century Regional Developments Limited
#38-02, 6 Battery Road
Singapore 049909

Richard Li, a resident of the Hong Kong Special Administrative Region of China, controls approximately 75.3 percent of PCRD. PCG and PCD are companies wholly-owned by Mr. Li. The addresses of PCG, PCD, and Mr. Li are as follows:

Marlene H. Dortch
Secretary
Federal Communications Commission
June 27, 2003
Page 4

Pacific Century Group Holdings Limited
Pacific Century Diversified Limited
c/o Pacific Century Group
38/F, Citibank Tower
Citibank Plaza
3 Garden Road
Central, Hong Kong

Mr. Richard Li
PCCW Limited
42nd Floor, PCCW Tower
TaiKoo Place, 979 King's Road
Quarry Bay, Hong Kong

To the best of BtNAccess' knowledge, there are no interlocking directorates with foreign carriers.

The certification required by Section 63.24(b) is provided in Attachment 2.

Please contact the undersigned counsel if you have any questions regarding this matter.

Respectfully Submitted,

PCCW ENTERPRISES LIMITED

By: _____



Joan M. Griffin
Its Attorney

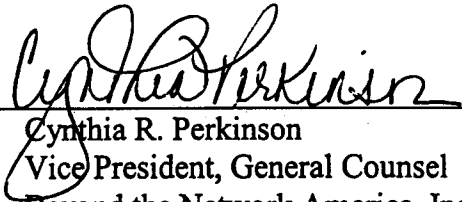
SECTION 214 AUTHORIZATIONS HELD BY PCCW ENTERPRISES LIMITED

<u>File No.</u>	<u>Authority Granted</u>
I-T-C-98-196	Resell private lines for the provision of non-telephonic services between the U.S. and Hong Kong.
I-T-C-214-19980930-00689	International simple resale authority on the U.S.-Hong Kong route.
I-T-C-214-19981218-00880	Resell switched services and non-interconnected private line services for the provision of service between the U.S. and Hong Kong.
I-T-C-214-19990601-00305	Resale services between the U.S. and Russia.
I-T-C-214-19990601-00306	Resale services between the U.S. and China.
I-T-C-214-19990601-00307	Resale services between the U.S. and Jamaica and between the U.S. and St. Kitts & Nevis.
I-T-C-214-19990601-00308	Global resale authority to serve all countries except Anguilla, Ascension Island, Bermuda, British Virgin Islands, Cayman Islands, China, Diego Garcia, Falkland Islands, Hong Kong, Jamaica, Montserrat, Russia, Seychelles, St. Helena, St. Kitts & Nevis, Tonga, Turks & Caicos, Vanuatu, and Yemen.
I-T-C-214-19991122-00725	Facilities-based services between the U.S. and China.
I-T-C-214-19991122-00726	Facilities-based services between the U.S. and Russia, Jamaica, and St. Kitts & Nevis.
I-T-C-214-19991122-00727	Facilities-based services between the U.S. and Hong Kong.
I-T-C-214-19991122-00728	Global facilities-based authority to serve all countries except Anguilla, Ascension Island, Bermuda, British Virgin Islands, Cayman Islands, China, Diego Garcia, Falkland Islands, Hong Kong, Jamaica, Montserrat, Russia, Seychelles, St. Helena, St. Kitts & Nevis, Tonga, Turks & Caicos, Vanuatu, and Yemen.
I-T-C-214-20021024-00567	Facilities-based and resale authority to serve Anguilla, Ascension Island, Bermuda, British Virgin Islands, Cayman Islands, Diego Garcia, Falkland Islands, Montserrat, Seychelles, St. Helena, Tonga, Turks & Caicos, Vanuatu, and Yemen.

Attachment 2

CERTIFICATE

The undersigned hereby certifies, with respect to the foregoing notification of the *pro forma* transfer of control of PCCW Enterprise Limited's Section 214 authority to BtN Access Limited, that the assignment was *pro forma* as defined in Section 63.24 of the Commission's Rules and that this assignment, together with all previous *pro forma* transactions, does not result in a change of the carrier's ultimate control.

By: 
Cynthia R. Perkinson
Vice President, General Counsel
Beyond the Network America, Inc.
Reston Executive Center
12100 Sunset Hills Road, Suite 300
Reston, VA 20190

Date: July 25, 2003