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A LIMITED LIABILITY PARTNERSHIP

MAR 18 2002

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Telecom Division
International Bureau

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March 6, 2002

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AFFILIATE OFFICES

BANGKOK, THAILAND

JAKARTA, INDONESIA

MANILA, THE PHILIPPINES

MUMBAI, INDIA

Mr. William F. Caton

Acting Secretary

Federal Communications Commission

The Portals

445-12th Street, S.W.

Washington, D.C. 20554

Attention: International Bureau

Re: C2C (USA), Inc..

Notice of Pro Forma Transfer of Control Under Section 63.24

ITC-214-20010614-00347

Dear Mr. Caton:

C2C (USA), Inc. ("C2C"), by its attorneys 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 control of C2C was transferred on December 13, 2001, on a *pro forma* basis from C2C Pte Ltd to C2C Holdings Pte Ltd, an investment holdings company formed under the laws of Bermuda.

The certification required by Section 63.24(b) is provided in Attachment 1. Please contact the undersigned counsel if you have any questions regarding this matter.

Respectfully Submitted,

C2C (USA), Inc.

By:



Robert J. Aamoth
Its Attorneys

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY Attachment 1

CERTIFICATE

The undersigned hereby certifies, with respect to the foregoing notification of the *pro forma* transfer of control of C2C (USA), Inc. to C2C Holdings, that the assignment was *pro forma* as defined in Section 63.24(a) 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.

Robert J. Aamoth
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Its Attorneys

By: 
Hoh Wing Chee
CHIEF EXECUTIVE OFFICER

Date: March 6, 2002