



The CommLaw Group

Received & Inspected

FEB 17 2009

FCC Mail Room

HELEEN & MARASHILIAN, LLC
1483 Chain Bridge Road
Suite 301
McLean, Virginia 22101

Telephone: (703) 714-1300
Facsimile: (703) 714-1330
E-mail: mail@CommLawGroup.com
Website: www.CommLawGroup.com

Writer's Direct Dial Number
703-714-1313

Writer's E-mail Address
jsm@commlawgroup.com

February 13, 2009

VIA OVERNIGHT DELIVERY

Marlene H Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Room TW-204B
Washington, D.C. 20554

RECEIVED
FEB 23 2009
Policy Division
International Bureau

Re: *Nortel Networks Corporation*
File No. ITC-214-20070627-00248

Dear Ms. Dortch:

In accordance with the provisions of Section 63.21(i) of the Commission's Rules, 47 C.F.R. §63.21(i), this serves as notification by Nortel Networks Corporation ("NNC") that it will provide international telecommunications services through its wholly-owned, U.S. subsidiary Nortel Networks, Inc. ("NNI").¹ Wherefore, NNI hereby notifies the Federal Communications Commission of its intention to operate pursuant to the Section 214 Authorization of its parent, NNC.

¹ On January 14, 2009, Nortel Networks, Inc. filed a petition for bankruptcy in the District of Delaware's Bankruptcy Court seeking relief under Chapter 11 of the Bankruptcy Code. Nortel's parent corporation, Nortel Networks Corporation, likewise filed a bankruptcy petition in Delaware under Chapter 15. The consolidated petition is available through the Court's online docket system at <http://chapter11.epigsystems.com/nortel>.

The FCC granted NNC's Section 214 Authorization on January 29, 2009, after the Company's bankruptcy filing. Therefore, NNC intends to provide the FCC with notice of the involuntary transfer of control of its Section 214 Authorization to debtor in possession by March 2, 2009.

This letter is filed in duplicate in compliance with the Commission's Rules. An additional copy of this letter is also enclosed, to be date-stamped and returned in the envelope provided.

Should there be any questions regarding this matter, kindly contact the undersigned.

Respectfully submitted,



Jonathan S. Marshlian
Regulatory Counsel

cc: FCC International Bureau

Mikelle Morra

From: Daman, Alex [Alex.Daman@dhs.gov]
Sent: Wednesday, July 18, 2007 9:43 AM
To: George Li; Susan OConnell; Mikelle Morra; Joann Ekblad; David Krech; twg@leo.gov
Cc: James Ball; Pinto, Greg; Pontacoloni, Denise
Subject: [TT] FCC application status for week of 7/18/07

Importance: High

Good morning,

Please be advised that DOJ, FBI, and DHS have NO COMMENT on the following application(s) :
[no additional clearances this week]

Please be advised that DOJ, FBI and DHS request that the following applications be REMOVED from streamline :

Skywave SES-T/C-20070531-00738, ISP-PDR-20070531-00009,
SES-AMD-20070531-00739
Nortel **ITC-214-20070627-00248**
SunCom ITC-214-20070626-00246
Telstra SCL-LIC-20070621-00009

Note: Unless otherwise advised by DOJ today, please also pull 168 Global (ITC-214-20070621-00241) from streamline. There is a chance all agencies can advise "no comment" today on this application.

Please let me know if you have any questions. Thanks.

Alex Daman
Office of General Counsel
Department of Homeland Security
202-282-9940
alex.daman@dhs.gov

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Mikelle Morra

From: Mikelle Morra
Sent: Friday, July 20, 2007 12:18 PM
To: 'mcfarquhar@hlaw.com'; 'jalexander@suncom.com'; 'jrm@commlawgroup.com'; 'clmorfe@nortel.com'
Cc: David Krech; Susan OConnell; George Li; Joann Ekblad; Mikelle Morra; 'Alex.Daman@dhs.gov'; 'joseph.springsteen@usdoj.gov'; 'Louis.brenner@dhs.gov'; 'jpifer@leo.gov'; 'Amy.Jablonek@usdoj.gov'; 'Lonnie.Kishiyama@dhs.gov'; 'greg.pinto@dhs.gov'; Veronica Garcia-Ulloa
Subject: FCC Section 214 Removed From Streamlined
Attachments: TEL01170S.pdf

SunCom Wireless Puerto Rico License Co., LLC
ITC-214-20070626-00246

Nortel Networks Corporation
[ITC-214-20070627-00248](#)

The above referenced applications were placed on Public Notice on July 6, 2007 for streamlined processing. Since the Public Notice was released, the Commission has been requested by the Executive Branch agencies of the United States that we remove the subject applications from streamlined processing because of foreign ownership issues. Therefore, pursuant to Section 63.12(c)(3) of the Commission's Rules, we have removed these applications from streamlined processing.

Please be advised that your company may not commence operations until the Section 214 authorization is granted. See Section 63.12(d) of the rules, 47 C.F.R. Section 63.12(d). The Executive Branch will contact you or the "Contact" listed on your application directly for further information. You can be assured that your application will be processed expeditiously upon completion of Executive Branch's review. We will notify you by e-mail when your application is granted.

The Public Notice Report No. TEL-01170S (released July 20, 2007), is attached. If you have any questions, please email: Mikelle.Morra@fcc.gov, JoAnn.Ekblad@fcc.gov, Susan.Oconnell@fcc.gov, David.Krech@fcc.gov, and George.Li@fcc.gov or fax to 202-418-2824.

Thank you.

Mikelle Morra
International Bureau
Policy Division
418-7151

7/20/2007

Janeese Parker

From: Janeese Parker
Sent: Monday, February 02, 2009 2:44 PM
To: 'firm@tkcrowe.com'; jsm@commlawgroup.com'; edwinhm@egiacorp.com'
Subject: 214 Application Grants

ITC-214-20080916-00431 EGLA CORP

ITC-214-20070627-00248 Nortel Networks Corporation

ITC-214-20081024-00475 VOIP TEL, L.P.

We have received notification from Team Telecom that their evaluation of your application is complete. We have, therefore, granted the above applications in IBFS. You may begin providing service the day following the grant. These applications will be included on our next Actions Taken Public Notice, which will be published on Thursday, February 12, 2009. You may obtain a copy of the Public Notice via IBFS upon release.

Janeese Parker

Federal Communications Commission

International Bureau/Policy Division

Phone: (202) 418-0707

E-mail: Janeese.Parker@fcc.gov

JoAnn Sutton

From: Jonathan S. Marashlian [jsm@commlawgroup.com]
Sent: Friday, November 21, 2008 12:31 PM
To: Siobhan.Dupuy@usdoj.gov
Cc: David Krech; Susan OConnell; George Li; JoAnn Sutton; Alex.Daman@dhs.gov; joseph.springsteen@usdoj.gov; Louis.brenner@dhs.gov; jpifer@leo.gov; Amy.Jabloner@usdoj.gov; Lonnie.Kishiyama@dhs.gov; greg.pinto@dhs.gov; Veronica Garcia-Ulloa; Mikelle Morra
Subject: RE: FCC Section 214 Removed From Streamlined

Siobhan -

Has there been any news on Nortel's FCC 214 Application?
Can you provide me with any idea how much longer Nortel must wait before the Executive Branch completes its national security review?

We are now over a year and one-month since the submission of Nortel's initial responses to Team Telecom's triage questions and several months have now passed since responses to Team Telecom's follow-up questions were provided (August 2008). All told, we are approaching 18 months since Nortel filed its Application with the Federal Communications Commission.

An update on status and perhaps some good news I could share with my client would be appreciated.

As we have previously explained, Nortel stands prepared to move rapidly towards execution of either an Assurances Letter or National Security Agreement, whichever the Executive Branch determines is necessary.

Respectfully,
Jonathan

Jonathan S. Marashlian
Helein & Marashlian, LLC
The *CommLaw* Group
1483 Chain Bridge Road, Suite 301
McLean, Virginia 22101
Office Tel: 703-714-1313
Office Fax: 703-714-1330
E-Fax: 703-991-2557
E-Mail: jsm@CommLawGroup.com
Website: www.CommLawGroup.com

From: Mikelle Morra [mailto:Mikelle.Morra@fcc.gov]
Sent: Friday, July 20, 2007 12:18 PM
To: mcfarquhar@hhlaw.com; jalexander@suncom.com; jsm@commlawgroup.com; clnorfe@nortel.com
Cc: David Krech; Susan OConnell; George Li; Joann Ekblad; Mikelle Morra; Alex.Daman@dhs.gov; joseph.springsteen@usdoj.gov; Louis.brenner@dhs.gov; jpifer@leo.gov; Amy.Jabloner@usdoj.gov; Lonnie.Kishiyama@dhs.gov; greg.pinto@dhs.gov; Veronica Garcia-Ulloa
Subject: FCC Section 214 Removed From Streamlined

SunCom Wireless Puerto Rico License Co., LLC
ITC-214-20070626-00246

11/21/2008

JoAnn Sutton

From: Sofield, Richard [Richard.Sofield2@usdoj.gov]
Sent: Thursday, January 29, 2009 6:11 PM
To: George Li; David Krech; Francis Gutierrez; Howard Griboff; James Ball; Janeese Parker; JoAnn Sutton; Jodi Cooper; Susan OConnell
Subject: [TT] Nortel Clearance

Team Telecom has no comment on FCC Application number **ITC- 214-20070627-00248 (Nortel)**.

If you have any questions please let me know.

Thank you.

Richard C. Sofield
Director
Foreign Investment Review Staff
National Security Division
United States Department of Justice

W-(202) 514-0945
M-(202) 598-3134
P-(877) 481-4512
F-(202) 353-3364

1/29/2009

JoAnn Sutton

From: Susan OConnell
Sent: Thursday, March 05, 2009 5:28 PM
To: JoAnn Sutton
Subject: Informational for Nortel Networks Corp.
Attachments: Nortel 214 letter March 5, 2009.pdf

From: Jackie Hankins [mailto:jrh@commlawgroup.com]
Sent: Thu 3/5/2009 1:23 PM
To: Susan OConnell
Subject: RE: 214 Transfer of Control Question

JoAnn: The attached filing was made via IBFS notifying us of bankruptcy filings made by Nortel Networks Corporation, which holds a 214, and its U.S. subsidiary, which operates under the parent's 214 (counsel says it previously notified us of the sub's operations under 63.21). The filing should come in referencing ITC-214-20070627-00248. I talked to counsel before they filed to ask that they be sure the parent's bankruptcy filing did not result in the transfer or assignment of the 214, and counsel represents that is the case in the email below. So, we should just do an informational for PN when you retrieve the filing. Let me know if have any questions!

Susan: Attached please find a copy of Nortel's 214 Notification letter filed today, March 5, 2009, electronically through IBFS. After discussion with Nortel's counsel handling Nortel Networks Corp.'s Chapter 15 filing, we have determined that no transfer of control has occurred, and thus, no notification is required. This decision was based upon the fact that a Chapter 15 petition for bankruptcy, unlike a Chapter 11 or Chapter 7 petition, creates neither an estate nor a separate legal entity. While a foreign representative is appointed, his role is not that of a trustee but rather a monitor. Unlike a trustee or debtor in possession, the foreign representative does not succeed to title or take control of the petitioner's assets. Therefore, we have concluded that, under rule 47 C.F.R. 1.948, no transfer of control has occurred.

Please let me know if you have any questions. Thank you.

-Jackie Hankins

-----Original Message-----
From: Susan OConnell [mailto:Susan.OConnell@fcc.gov]
Sent: Tuesday, March 03, 2009 12:55 PM
To: Jackie Hankins
Subject: RE: 214 Transfer of Control Question

You can file the notification in the form of a letter, submitted to the Secretary's office, referencing the parent's sec. 214 File No. (ITC-214...) and a line stating ATTN: International Bureau, Policy Division. Or, you can use IBFS to file electronically. See the attached PN (last para. about Other Filings). You can call it a notification or whatever seems appropriate. Be sure to include the parent's name, ITC-214 File No., etc. If you file by paper with the Secy's ofc., please email me a date-stamped pdf copy of the notification so we can upload into IBFS.

3/5/2009

RE: 214 Transfer of Control Question

-----Original Message-----

From: Jackie Hankins [mailto:jih@commlawgroup.com]
Sent: Friday, February 27, 2009 1:39 PM
To: Susan O'Connell
Subject: RE: 214 Transfer of Control Question

Okay, thank you. One (hopefully) final question. You suggested that we file a letter with the Commission in conjunction with the 214 transfer of control notification informing the Commission that Nortel Network Inc. (US subsidiary of Nortel Networks, Corp.), which notified the Commission of its intention to operate pursuant to NNC's 214, is also in bankruptcy under chapter 11. Where should this letter be filed and to whom should it be addressed (ie. should it be filed as an attachment or sent via overnight mail to the Commission and to whom). Thanks.

-----Original Message-----

From: Susan O'Connell [mailto:Susan.O'Connell@fcc.gov]
Sent: Friday, February 27, 2009 11:37 AM
To: Jackie Hankins
Subject: RE: 214 Transfer of Control Question

Even while an application is pending, there is an obligation to notify the Commission of relevant changes within 30 days of the changed circumstances (here, the bankruptcy filing) (Sec.1.65 of the rules, 47 CFR Sec.1.65). At this point, I would just try to make the required filing(s) asap. This is not the type of case we would refer to Enforcement.

From: Jackie Hankins [mailto:jih@commlawgroup.com]
Sent: Fri 2/27/2009 10:39 AM
To: Susan O'Connell
Subject: RE: 214 Transfer of Control Question

Susan-

Thank you. One more question I forgot to ask when we first spoke. Nortel Networks Corp. ("NNC") filed for bankruptcy on Jan. 14th. It did not receive its 214 until Jan. 29th (the official grant date) and the public notice notifying the company thereof was not released until Feb. 12th.

Therefore, what exactly is the time line for notifying the Commission? While I understand that it is usually 30 days after the transfer of control (here Jan. 14th), given these circumstances- specifically the fact that NNC was not notified of the 214 grant until February 12th, what sort of time frame applies (ie. when is the deadline for notice to be filed with the Commission)?

Thanks.

-Jackie Hankins

-----Original Message-----

From: Susan O'Connell [mailto:Susan.O'Connell@fcc.gov]
Sent: Friday, February 27, 2009 8:10 AM
To: Jackie Hankins
Subject: RE: 214 Transfer of Control Question

3/5/2009

RE: 214 Transfer of Control Question

The transferee (trustee) needs to get an FRN. It can get one despite it being a foreign representative.

From: Jackie Hankins [mailto:jrh@commlawgroup.com]
Sent: Thu 2/26/2009 3:34 PM
To: Susan OConnell
Subject: 214 Transfer of Control Question

Susan-

Thank you for your assistance with my questions on 214 transfer of control applications and 310(b)(4) rulings. I have a quick follow-up question. In attempting to file an online notice of transfer of control of Nortel's 214, the system requests the FRN of the transferee before allowing the application process to proceed. However, since Nortel is transferring the licenses pursuant to a Chapter 15 bankruptcy petition, the "transferee" is the foreign representative (trustee) that does not have an FRN. How can I complete the 214 given this glitch?

Thank you.

Jackie Hankins

Helein & Marashlian, LLC

The CommLaw Group

1483 Chain Bridge Road

Suite 301

McLean, Virginia 22101

Office Tel: 703-714-1314

Office Fax: 703-714-1330

E-Mail: jrh@CommLawGroup.com <<mailto:dls@CommLawGroup.com>>

Website: www.commlawgroup.com <<http://www.commlawgroup.com/>>

3/5/2009