

PCCW Limited

Re: ITC-TC-2008 11 24 - 50 512

* Applicant acknowledges the conditions of STA as stated in the P.2 of Request.

Granted Feb 3 0 2008

Policy Division
International Bureau

date:

Expire: Feb. 28, 2009

authorized by:

Chief, Policy Div. IB

JAMES L. BOBROW
Signature

ATTACHMENT 1

Application for Special Temporary Authority to Transfer Control of BtN Access Limited and Its Indirect Wholly-Owned Subsidiaries PCCW Global, Inc. and PCCW Global Limited to Pacific Century Regional Developments Limited

Pursuant to Section 63.25 of the Commission's rules,¹ PCCW Limited ("PCCW") requests special temporary authority ("STA") to transfer control of PCCW's wholly-owned indirect subsidiaries BtN Access Limited ("BtN"), PCCW Global, Inc. ("PGI"), and PCCW Global Limited ("PGL") (collectively, the "PCCW Subsidiaries"), and the international Section 214 authorizations ("Section 214 Authorizations") under which they operate, from PCCW to Pacific Century Regional Developments Limited ("PCRD").

The Commission has before it an application filed on November 24, 2008 that seeks Commission consent for PCRD, an existing shareholder of PCCW, to acquire control of the PCCW Subsidiaries and the Section 214 Authorizations pursuant to the privatization of PCCW (the "Application").² The shareholders of PCCW are scheduled to vote on the proposed privatization on December 30, 2008. If the privatization is approved, PCCW intends to effectuate the privatization shortly thereafter. In addition, the U.S. Department of Justice ("DOJ") has informed PCCW that it and other Executive Branch Agencies are conducting a review of the proposed transaction.³ Accordingly, PCCW requests that the Commission grant an STA as soon as possible, and no later than December 30, 2008, for a period of sixty (60) days. Grant of this STA request would allow PCCW to effectuate the privatization while the Commission and the Executive Branch Agencies continue to consider the Application and PCCW responds to and resolves any issues raised by the Executive Branch Agencies.

Answer to Question 10 (Justification of Need for STA)

As discussed in the Application, PCCW is listed on The Stock Exchange of Hong Kong Limited and is traded in the form of American Depositary Receipts on the Pink OTC Markets in the United States. PCRD currently holds an approximate 22.68 percent direct ownership interest in PCCW. China Netcom Corporation (BVI) Limited ("Netcom BVI") currently holds an approximate 19.84 percent direct ownership interest in PCCW. On November 3, 2008, Starvest Limited ("Starvest"), a wholly-owned direct subsidiary of PCRD, and Netcom BVI, requested that the PCCW board of directors propose to the other shareholders the complete privatization of PCCW. Under the privatization proposal, PCRD and other shareholders acting in concert with

¹ 47 C.F.R. § 63.25.

² See Application to Transfer Control of BtN Access Limited and Its Wholly-Owned Subsidiaries PCCW Global, Inc. and PCCW Global Limited to Pacific Century Regional Developments Limited, File No. File No. ITC-TC-20081124-00512 (filed Nov. 24, 2008, supplemented December 9, 2008 and December 17, 2008) ("Application").

³ PCCW notes that it is already party to an existing national security agreement with the Executive Branch Agencies and that it informed the Executive Branch Agencies regarding the elements of the transaction prior to the filing of the Application.

MODE = MEMORY TRANSMISSION

START=DEC-30 16:04

END=DEC-30 16:04

FILE NO.=912

-INTERNATIONAL BUREAU -

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Policy Division

FAX SHEET

Fax Number: (202) 418-2824

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DATE: 12/30/08

FROM: George Viti

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TO: Joan Mead

Jennifer Kusbyo

FAX NUMBER: 202-889-0765

212-468-7908

TELEPHONE NUMBER: 202-889-1500

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SPECIAL INSTRUCTIONS: ITC-SCA-20081223-00545

PCGW, ITC-TC-20081124-00512



Federal Communications Commission
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International Bureau

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Re: **ITC-STA-20081223-00545**
STA Request/PCCW applications

Dear Sir or Madam:

Today, PCCW Limited (“PCCW”) requests special temporary authority (“STA”) to transfer control of PCCW’s wholly-owned indirect subsidiaries BtN Access Limited (“BtN”), PCCW Global, Inc. (“PGI”), and PCCW Global Limited (“PGL”) (collectively, the “PCCW Subsidiaries”), and the international Section 214 authorizations under which they operate, from PCCW to Pacific Century Regional Developments Limited (“PCRD”).

The shareholders of PCCW are scheduled to vote on the proposed privatization on December 30, 2008. Accordingly, PCCW requests that the Commission grant an STA as soon as possible, and no later than December 30, 2008, for a period of sixty (60) days.

PCCW acknowledges that the grant of this STA will not prejudice any action the Commission may take on the underlying Application. PCCW further acknowledges that this STA can be revoked by the Commission upon its own motion without a hearing.

In addition, PCCW requests that the Commission condition the grant of this STA request on compliance with the terms of the Agreement dated as of November 29, 2001, by and between PCCW, Reach Ltd. and Telstra Corporation Limited, on the one hand, and the DOJ and Federal Bureau of Investigation, on the other.

Per Richard Sofield’s e-mail of December 17, 2008, the underlying application, ITC-TC-20081124-00512, is non-streamlined. The STA request is attached in PDF. Please comment on this STA request by **noon December 30, 2008**.

Sincerely,


George Li, Deputy Chief, Policy Division

George Li

From: Veronica Garcia-Llloa

Sent: Tuesday, December 23, 2008 3:22 PM

To: 'Douglas.Klein@ic.fbi.gov'; 'edward.hand@usdoj.gov'; 'hillary.Morgan@disa.mil'; 'jarnold@nta.doc.gov'; 'vbarrish@askcalea.net'; 'maydc@state.gov'; 'lets@state.gov'; 'Stephen.heifetz@dhs.gov'; 'Christopher.Steffen@ic.fbi.gov'; 'swentworth@ostp.eop.gov'; 'Erica.Bornsey@dhs.gov'; 'shannon.culbertson@associates.dhs.gov'; 'margaret.Dudek@dhs.gov'; 'CarrollD@state.gov'; 'Brian.williams@associates.dhs.gov'; 'greg.pinto@dhs.gov'; 'TTelecom@usdoj.gov'; 'Thomas.Doyle@associates.dhs.gov'; 'mary.wheaton2@usdoj.gov'; 'Siobhan.Dupuy@usdoj.gov'; 'alex.daman@dhs.gov'; 'Douglas.Daniels@dhs.gov'; 'Joanne.Ongman@usdoj.gov'; 'Jennifer.Rockoff@usdoj.gov'; 'jmhale@ustr.gov'; 'Richard.Sofield2@usdoj.gov'; 'Navin.Jaffer@dhs.gov'

Cc: George Li; David Krech; Susan OConnell; JoAnn Sutton; James Ball; Francis Gutierrez; Howard Griboff; Janeese Parker; Sumita Mukhoty; Veronica Garcia-Llloa

Subject: Attached are Cover Letter Reference 2008-56 (Comments due: noon December 30, 2008) and STA Application.

Attachments: Executive Branch 2008-56.doc; PCCW STA app.pdf; PCCW exhibit.pdf

Good Afternoon,
Attached are Cover Letter Reference 2008-56 (**Comments due: noon December 30, 2008**) and STA Application.
Thank you,

Veronica Garcia-Llloa
Veronica_Garcia-Llloa@fcc.gov
Federal Communications Commission
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(202) 418-0481

12/23/2008