

Categories of Services for 214 Applications  
(Streamline/Non-streamline)

- ASSIGNMENT OF LICENSE
- GLOBAL FACILITIES-BASED SERVICE
- GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE
- GLOBAL RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED GLOBAL RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE
- LIMITED GLOBAL RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- SUBMARINE CABLE LANDING LICENSE
- INTERNATIONAL SPECIAL PROJECT

Description of Application: \_\_\_\_\_

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8/15/2

FCC/MELTON

JUN 08 1999

COPY

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June 8, 1999

Ms. Magalie Roman Salas  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Re: Application for Consent to Transfer Control of the Inter-  
national Section 214 Authorizations held by North  
American Communications Limited

Dear Ms. Salas:

Enclosed herewith for filing on behalf of North American Communica-  
tions Limited ("North American") and Bord Telecom Eireann ("TE") (collectively, the  
"Applicants") are an original and five copies of North American's application pursuant to  
Section 214 of the Communications Act of 1934, as amended (47 U.S.C. § 214) and  
Section 63.18 of the rules of the Federal Communications Commission ("Commission")  
(47 C.F.R. § 63.18), for authority to transfer control of the Section 214 authorizations held  
by North American pursuant to an initial public offering ("IPO") of the stock of TE.

Accompanying this application is remittance advice on FCC Form 159  
and a check in the amount of \$780.00 to cover the filing fee. The Applicants are entities  
organized under the laws of the Republic of Ireland, and have not commenced service in  
the United States. Thus, neither company presently has a Taxpayer Identification Number  
("TIN"). Therefore, question 26 (regarding the applicant's TIN) on the FCC Form 159  
will be left blank.

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

Sincerely,

*Richard A. Hindman*  
Richard A. Hindman

Counsel for North American Communications Limited  
and Bord Telecom Eireann

Subject To Streamlined Processing

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
 )  
Board Telecom Eireann plc and ) File No. ITC-\_\_\_\_\_  
North American Communications Limited ) )  
 )  
Application for Consent to Transfer Control of )  
the International Section 214 Authorizations )  
held by North American Communications Limited )  
 )

To: Chief, International Bureau

**APPLICATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (47 U.S.C. § 214) and Section 63.18 of the rules of the Federal Communications Commission ("Commission") (47 C.F.R. § 63.18), Bord Telecom Eireann plc ("TE") and North American Communications Limited ("North American") (collectively "Applicants"), hereby apply for authority to transfer control of the Section 214 authorizations held by North American pursuant to an initial public offering ("IPO") of the stock of TE.



In support of this application, Applicants submit the following information.

**I. INTRODUCTION, DESCRIPTION OF THE PROPOSED TRANSFER OF CONTROL**

North American is authorized pursuant to Section 214 of the Communications Act (47 U.S.C. § 214) to provide global facilities-based and global resale services between the United States and Ireland (ITC-214-19981001-00682) and global facilities-based and resale services between the United States and all authorized international points excluding Ireland (ITC-214-19981015-00711). North American is a wholly owned subsidiary of TE, a telecommunications company authorized to provide a variety of telecommunications services in Ireland.

The IPO of TE's shares will consist of two tranches: (i) an offering to retail investors in Ireland and (ii) an international offering to institutional investors principally in Ireland, the United Kingdom and the U.S. and to retail investors in the U.S. The Government of the Republic of Ireland ("Government") is currently the single largest shareholder with approximately a 67% ownership interest in TE. Subsequent to the IPO, the Government expects to hold approximately a 15% share

interest in TE and control of TE will be widely distributed among multiple stockholders.<sup>1</sup>

## II. PUBLIC INTEREST CONSIDERATIONS

Ireland is a member of the European Union ("EU") and the World Trade Organization ("WTO"). As a member of the EU, Ireland has made multilateral commitments as part of the WTO Basic Telecommunications Agreement to liberalize the market for basic and various other telecommunications services. Effective December 1, 1998, Ireland fully liberalized its telecommunications market, including fixed voice telephony services. Ireland has also established an independent regulatory body to ensure that its regulatory regime is transparent, non-discriminatory and supports competition.

The IPO is intended to further facilitate competition in the Irish market through, among other things, the reduction of the Government's direct involvement as a market participant. Through the IPO the Government will significantly reduce its shareholdings in TE to approximately a 15% minority stake. Control of TE will transfer to the public shareholders which will include U.S. investors purchasing TE's shares as part of the planned IPO. The existing manage-

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<sup>1</sup> Immediately prior to the IPO it is expected that Comsource NV will exercise its option to acquire 15% of TE's shares, thus reducing the Government's share holdings to approximately 52%. (See Paragraph (h) below for ownership regarding Comsource NV.)

ment of Applicants will continue to oversee the day-to-day operations of TE and North American without interruption of service to the public.<sup>2</sup> Accordingly, grant of this transfer of control serves the public interest, convenience and necessity.

### III. INFORMATION PROVIDED PURSUANT TO SECTION 63.18 OF THE COMMISSION'S RULES

Applicants provide the following information in compliance with subsections (a) through (d) and (h) through (p) of Section 63.18 of the Commission's rules and in support of the Applicants' request.

- (a) The names, addresses and telephone numbers of the parties to this application are:

Bord Telecom Eireann plc  
c/o Liam Collins  
114 St. Stephen's Green West  
Dublin 2  
Ireland  
011-353-1-701-1278

North American Communications Limited  
c/o Liam Collins  
114 St. Stephen's Green West  
Dublin 2  
Ireland  
011-353-1-701-1278

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<sup>2</sup> North American received its international Section 214 authorizations effective November 20, 1998 (ITC-214-19981001-00682) and November 27, 1998 (ITC-214-19981015-00711). To date North American has not initiated service pursuant to its authorizations. Thus, the proposed transfer of control will not impact customers in the U.S. market.



(b) TE is a company organized under the laws of Ireland. North American is a corporation organized under the laws of Ireland.

(c) Correspondence concerning this application should be sent to:

Bord Telecom Eireann plc  
c/o Liam Collins  
114 St. Stephen's Green West  
Dublin 2  
Ireland  
011-353-1-701-1278 (voice)  
011-353-1-475-2535 (fax)

With a copy to:

Richard A. Hindman  
Skadden, Arps, Slate, Meagher & Flom LLP  
1440 New York Avenue, N.W.  
Washington, DC 20005  
202-371-7205 (voice)  
202-371-7959 (fax)

(d) Pursuant to Section 214 of the Communications Act, as amended, North American has authority to operate as a global facilities-based carrier in accordance with Section 63.18(e)(1) of the rules and to provide global resale in accordance with Section 63.18(e)(2) of the rules between the U.S. and all authorized international points, excluding Ireland. (ITC-214-19981015-00711; See FCC Public Notice Report No. TEL-00037, DA No. 98-2466, released December 3, 1998.) In addition, North American has Section 214 authority to operate as a global facilities-based carrier in accordance with Section

- 63.18(e)(1) of the rules and to provide global resale in accordance with Section 63.18(e)(2) of the rules between the U.S. and Ireland (ITC-214-19981001-00682; See FCC Public Notice Report No. TEL-00034, DA No. 98-2396, released November 25, 1998.) North American is regulated as dominant along the U.S./Ireland route. A detailed description of the service categories authorized is contained in the underlying applications to the above referenced authorizations and is hereby incorporated by reference.
- (e) = Applicants are applying for authority under Section 63.18(e)(3) of the Commission's rules to transfer control of the Section 214 authorizations held by North American through a public offering of shares in its parent, TE.
- (f) No response required.
- (g) Applicants are seeking authority to transfer control of the Section 214 authorizations held by North American pursuant to Section 63.18(e)(3) of the Commission's rules. Thus, no response is required.
- (h) The following provides the name, address, citizenship and principal businesses of persons that directly or indirectly own at least 10% of the equity of North American and its parent TE and their percentage interest rounded to the nearest whole percent.



### North American Communications Limited

Name: Bord Telecom Eireann plc  
Address: St. Stephen's Green West  
Dublin 2  
Citizenship: Ireland  
Principal Business: Telecommunications  
Percentage Held: 100%

### Bord Telecom Eireann plc

(The following entities hold a 10% or greater ownership interest in TB. The percentage interests identified for each entity is the estimated ownership interest subsequent to the IPO. At this time, Applicants have no information regarding new shareholders who may acquire a 10% or greater ownership interest as a result of the IPO.)

Name: The Government of the Republic of Ireland  
Address: c/o Department of Public Enterprise  
44 Kildare Street  
Dublin 2  
Ireland  
Citizenship: Ireland  
Principal Business: Government  
Percentage Held: Approximately 15%

Name: Telecom Eireann Employee  
Share Ownership Trust  
Address: St. Stephen's Green West  
Dublin 2  
Ireland  
Citizenship: Ireland  
Principal Business: Employee trust  
Percentage Held: 13%

Name: Comsource NV  
Address: 1 Earlsfort Centre  
Hatch Street

Dublin 2  
Ireland  
Citizenship: Netherlands  
Principal Business: Investment  
Percentage Held: Approximately 35%

(The following entities are expected to indirectly hold attributable interests of 10% or greater in TE subsequent to the IPO through their ownership interests in Comsource NV.)

Name: KPN Telecom BV  
Address: P. O. Box 30150/AB 6<sup>th</sup> Floor  
2500 GD The Hague  
Netherlands  
Citizenship: Netherlands  
Principal Business: Telecommunications  
Attributable Interest: Approximately 27%

Applicants have no interlocking directors.

- (i) North American hereby certifies that it is affiliated with the following foreign carriers as defined pursuant to Section 63.09(d) of the Commission's rules:

<u>Foreign Carrier</u>	<u>Country</u>
Bord Telecom Eiréann plc	Ireland
Telecom Ireland Limited	U.K.

At this time, Applicants have no information regarding new shareholders who may acquire attributable interests of greater than 25% in North American pursuant to the planned IPO. If such affiliations

occur, North American will file any required notifications pursuant to Section 63.11 of the Commission's rules.

- (j) Applicants seek Commission consent to the transfer of control of the Section 214 authorizations held by North American pursuant to a public offering. Accordingly, this subsection does not apply. As identified above, Ireland and the U.K. are the only two destination countries where North American has an affiliation with a foreign carrier. North American is not a foreign carrier nor does it control any foreign carriers.

- (k) Ireland is a member of the World Trade Organization. The U.K. is a member of the World Trade Organization.

- (l) North American is authorized to resell the international switched services of unaffiliated U.S. carriers for purposes of providing international telecommunications services between the U.S. and Ireland and the U.K. TE, North American's parent company, is a foreign carrier with greater than a 50% market share in the international transport and local access markets in Ireland. Accordingly, North American certifies that if it engages in resale of international switched services between the U.S. and Ireland, it will file any quarterly traffic reports required by Section 43.61(c) of the Commission's rules. With respect



to the U.K., Telecom Ireland Limited ("Telecom Ireland") expects to commence service in the near future. Thus, it has no market share in the U.K. international transport and local access markets. Accordingly, North American satisfies the showing required by Section 63.10(a)(3) of the Commission's rules along the U.S./U.K. route.

- (m) North American qualifies for non-dominant classification pursuant to Section 63.10 of the Commission's rules along the U.S./U.K. route. North American is affiliated with Telecom Ireland, a foreign carrier in the U.K. Although Telecom Ireland is authorized to provide telecommunications services in the U.K., it has not commenced service to the public. Thus, Telecom Ireland has no market share in the U.K. international transport and local access markets. Accordingly, pursuant to Section 63.10(a)(3), North American is entitled to a presumption of non-dominance along the U.S./U.K. route. North American has been classified as dominant along the U.S./Ireland route.

- (n) TE and North American hereby certify that, except as permitted by the Commission's rules, they have not agreed to accept special concessions, as defined by the Commission's rules, directly or indirectly from any foreign carrier with respect to traffic or revenue flows between the U.S. and any foreign country where the foreign carrier

possesses market power on the foreign end of the route and will not enter into such agreements in the future, except as may be permitted under the Commission's rules.

(o) Neither North American nor TE are subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. Attached hereto is a certification of TE and North American, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862).

(p) = Applicants request streamlined processing of this application. This application qualifies for streamlined processing pursuant to Section 63.12(c)(1)(ii) and (c)(1)(v) of the Commission's rules because North American is not affiliated with any foreign carrier with market power on any of the routes, except the U.S./Ireland route. With respect to the U.S./Ireland route, North American has been classified as dominant. See ITC-214-19981001-00682.

**CONCLUSION**

Accordingly, the Applicants respectfully request that this transfer of control be granted.

Respectfully submitted,

BORD TELECOM EIREANN PLC  
NORTH AMERICAN  
COMMUNICATIONS LIMITED

  
\_\_\_\_\_  
Liam Collins


Dated: 4 June 1999



CERTIFICATIONS UNDER FCC RULES 1.2001 - 1.2003

On behalf of Bord Telecom Eireann plc and North American Communications Limited, I hereby certify that, with respect to Bord Telecom Eireann plc and North American Communications Limited and their principals, no party to the foregoing Application is subject to a denial of Federal benefits that include FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

Bord Telecom Eireann plc  
North American Communications Limited

By:   
Liam Collins

Dated: 4 June 1999

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

SPECIAL USE  
FCC USE ONLY

**SECTION A - PAYER INFORMATION**

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
Skadden, Arps, Slate, Meagher & Flom LLP

(3) TOTAL AMOUNT PAID (dollars and cents)  
\$ 780.00

(4) STREET ADDRESS LINE NO. 1  
1440 New York Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
Washington

(7) STATE  
DC

(8) ZIP CODE  
20005

(9) DAYTIME TELEPHONE NUMBER (include area code)  
(202) 371-7000

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

**SECTION B - APPLICANT INFORMATION**

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)  
North American Communications Limited

(12) STREET ADDRESS LINE NO. 1  
114 St. Stephen's Green West

(13) STREET ADDRESS LINE NO. 2

(14) CITY  
Dublin 2

(15) STATE

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)  
(011) 353-1-701-1278

(18) COUNTRY CODE (if not in U.S.A.)  
Ireland

**COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)**

**SECTION C - PAYMENT INFORMATION**

(19A) FCC CALL SIGN/OTHER ID  
(20A) PAYMENT TYPE CODE (PTC)  
C U T  
(21A) QUANTITY  
1  
(22A) FEE DUE FOR (PTC) IN BLOCK 20A  
780.00  
FCC USE ONLY

(23A) FCC CODE 1  
(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID  
(20B) PAYMENT TYPE CODE (PTC)  
(21B) QUANTITY  
(22B) FEE DUE FOR (PTC) IN BLOCK 20B  
FCC USE ONLY

(23B) FCC CODE 1  
(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID  
(20C) PAYMENT TYPE CODE (PTC)  
(21C) QUANTITY  
(22C) FEE DUE FOR (PTC) IN BLOCK 20C  
FCC USE ONLY

(23C) FCC CODE 1  
(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID  
(20D) PAYMENT TYPE CODE (PTC)  
(21D) QUANTITY  
(22D) FEE DUE FOR (PTC) IN BLOCK 20D  
FCC USE ONLY

(23D) FCC CODE 1  
(24D) FCC CODE 2

**SECTION D - TAXPAYER INFORMATION (REQUIRED)**

(25) PAYER TIN  
0 1 3 1 7 7 7 2 3 0  
(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2  
APPLICANT TIN 0

**SECTION E - CERTIFICATION**

(27) CERTIFICATION STATEMENT  
I, Irent M. Jones

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information

are true and correct to the best of my knowledge, information and belief. SIGNATURE  
Irent M. Jones

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

(28) MASTERCARD/VISA ACCOUNT NUMBER:  
MASTERCARD

EXPIRATION DATE:

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD  
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)