

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

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

Description of Application: _____

Vinson & Elkins

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DEC 01 1999

December 1, 1999

Federal Communications Commission
International Bureau - Telecommunications
P.O. Box 358115
Pittsburgh, Pennsylvania 15251-5115

Hand Delivered

Re: Section 214 Transfer of Control Application
TeleBermuda International Limited

Gentlemen/Ladies:

Transmitted herewith, on behalf of TeleBermuda International Limited, are an original and five copies of a Section 214 application seeking permanent authority to transfer control of the company as part of a corporate restructuring. The company received Special Temporary Authority from the International Bureau to effect this transfer of control on July 13, 1999. This application is subject to streamlined processing under Section 63.12 of the Commission's Rules.

Attached to the face of this application are a completed FCC Form 159; a check for \$780.00 payable to the Federal Communications Commission to cover the requisite filing fee; and an additional copy of the filing marked "Stamp and Return," which I would appreciate your stamping as received and returning to me via my messenger.

In the event there are questions concerning this matter, please contact me.

Very truly yours,



R. Edward Price
Counsel for TeleBermuda
International Limited

Enclosure

cc (w/enc.): George Li
Alicia Smothers

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

In the Matter of)
)
)
TELEBERMUDA INTERNATIONAL LIMITED) File No. ITC-
)
)
Application for authority pursuant to)
Section 214 of the Communications Act of)
1934, as amended, to transfer control of an)
authorized international carrier)

APPLICATION

TeleBermuda International Limited (“TBI”) hereby requests approval, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18 of the Commission’s Rules, 47 C.F.R. § 63.18, to transfer control of TBI as part of a restructuring of the company’s ownership.

I. Introduction and Description of the Transaction

TBI currently holds Section 214 authority to operate as a global facilities-based and global resale carrier. *See FCC Public Notice*, File No. ITC-98-321, 13 FCC Rcd 11222 (1998). In conjunction with some new initiatives undertaken by the company in 1999, the ownership of TBI has been restructured and a transfer of control of the company to new investors was effected pursuant to Special Temporary Authority issued by the Commission on July 13, 1999. As explained in TBI’s July 12, 1999 STA request, this restructuring involved the creation of a holding company, GlobeNet Communications Group Limited (“GlobeNet”), which now owns 100% of TBI. Stock in GlobeNet was sold to new investors who collectively now control more than 50% of TBI indirectly through their interests in GlobeNet. This restructuring has provided

additional working capital for the company and has financed a major expansion of the company's operations.

The instant application seeks permanent authority for that transfer of control of TBI discussed above. Grant of this application will serve the public interest by enhancing the ability of TBI to offer services in the international marketplace.

II. Information Required Under Section 63.18

- (a) The applicant's name, address, and telephone number are as follows:
- TeleBermuda International Limited
2 Carters Bay Road, Southside
St. David's DD BX
Bermuda
(441) 296-9000

- (b) The applicant is a corporation organized under the laws of Bermuda.

- (c) All correspondence regarding this application should be directed to:

Robert A. Mazer
Albert Shuldiner
R. Edward Price
Vinson & Elkins L.L.P.
1455 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-1008
Telephone: (202) 639-6500

with a copy to:

Ms. Lin Gentemann
Executive Vice President, General Counsel
TeleBermuda International Limited
2 Carters Bay Road, Southside
St. David's DD BX
Bermuda
(441) 296-9000

(d) TBI currently holds Section 214 authority to operate as a global facilities-based and global resale carrier. *See FCC Public Notice*, File No. ITC-98-321, 13 FCC Rcd 11222 (1998).

(e)-(g) Not applicable.

(h) The name, address, citizenship and principal business of TBI's ten percent or greater direct shareholder are as follows:

<u>Name/Address</u>	<u>Percentage Interest</u>	<u>Citizenship</u>	<u>Principal Business</u>
GlobeNet Communications Group Limited 2 Carters Bay Road, Southside St. David's DD BX Bermuda	100%	Bermuda	Holding Company

The name, address, citizenship and principal businesses of GlobeNet's ten percent or greater direct shareholders are as follows:

<u>Name/Address</u>	<u>Percentage Interest</u>	<u>Citizenship</u>	<u>Principal Business</u>
TD Capital Group Limited 55 King Street West 8th Floor, TD Bank Tower TD Centre Toronto, Ontario M5K 1A2 Canada	17%	Canada	Investments

Boston Ventures Limited Partnership, V One Federal Street, 23rd Floor Boston, MA 02110-2003	17%	U.S.	Investments
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Kelso Investment Associates VI, L.P. 320 Park Avenue, 24th Floor New York, NY 10002	15%	U.S.	Investments
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(i)-(j) TBI certifies that it is a carrier in Bermuda licensed to provide international service. TBI does not have an affiliation with any other foreign carriers.

THE FACE OF THIS CHECK IS PRINTED GREEN - THE BACK CONTAINS A SIMULATED WATERMARK
 THE ORIGINAL DOCUMENT HAS A REFLECTIVE WATERMARK ON THE BACK. HOLD AT AN ANGLE TO VIEW WHEN CHECKING THE ENDORSEMENT

VINSON & ELKINS

L.L.P.
 ATTORNEYS AT LAW
 1455 PENNSYLVANIA AVENUE, N.W.
 WASHINGTON, D.C. 20004-1007

Price, R. Edward

15-120

Check No.

540

121655

NATIONSBANK
 1801 K. STREET, N.W.
 WASHINGTON, D.C. 20006-1301

PAY *Seven hundred eighty and 00/100 Dollars*****

Date	Amount
December 1, 1999	\$\$\$780.00

TO THE ORDER OF: Federal Communications Commission
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VINSON & ELKINS, L.L.P.

Linda A. Manson



⑈ 121655⑈ ⑆05400⑆ 204⑆ ⑆3000⑆ 257⑈

VINSON & ELKINS, L.L.P.
 ATTORNEYS AT LAW

1455 PENNSYLVANIA AVENUE, N.W. WASHINGTON, D.C. 20004-1007

Check Date
 12/1/99

Check Number
121655

GL ACCOUNT Client	Offc Matter	Dept	Invoice Date	Invoice No.	INVOICE DESCRIPTION	AMOUNT
GLO390	20001		12/1/99	2496	Filing Fee	\$780.00
						\$780.00