

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

FOR MAIL ON **MAR 30 2000**

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
Morrison & Foerster, LLP

Streamlined  
TELEGLOBE USA INC.

(5) 780.00

(4) STREET ADDRESS LINE NO. 1  
2000 Pennsylvania Avenue NW, Suite 5500

ITC-T/C-200000330-00201

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
Washington

(7) STATE  
D.C.

(8) ZIP CODE  
20006

(9) DAYTIME TELEPHONE NUMBER (include area code)  
(202) 887-1500

(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)  
Teleglobe USA Inc.

(12) STREET ADDRESS LINE NO. 1  
11480 Commerce Park Drive

(13) STREET ADDRESS LINE NO. 2

(14) CITY  
Reston

(15) STATE  
VA

(16) ZIP CODE  
20191

(17) DAYTIME TELEPHONE NUMBER (include area code)  
(703) 755-2000

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

**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)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
	C U T	1	\$ 780.00	

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

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

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

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

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

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

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

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

(25) PAYER TIN	0 9 4 0 6 9 7 2 1 0	(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2 APPLICANT TIN	0 5 4 1 7 3 9 1 1 0
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**SECTION E - CERTIFICATION**

I, \_\_\_\_\_, 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

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

(28) MASTERCARD	MASTERCARD/VISA ACCOUNT NUMBER	EXPIRATION DATE:
		MONTH YEAR

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)

Sect. 214

MORRISON & FOERSTER LLP

DETACH AND RETAIN THIS STATEMENT  
THE ATTACHED CHECK IS IN PAYMENT OF ITEMS DESCRIBED BELOW.  
IF NOT CORRECT PLEASE NOTIFY US PROMPTLY. NO RECEIPT DESIRED.

112255

Vendor Number 017056	Ref #	Check Number	112255
FEDERAL COMMUNICATIONS COMMISSION	COMMISSION	Check Date	03/28/00
INVOICE	DATE	DATE	AMOUNT
RQ347563	03/28/00		780.00

INVOICE

\$ 780.00

HOLD AT AN ANGLE TO VERIFY BACKGROUND WORDS "SAFE" ON FRONT AND A WATERMARK ON BACK

**MORRISON & FOERSTER LLP**  
WASHINGTON, D.C. OFFICE  
2000 PENNSYLVANIA AVE., N.W., SUITE 5500  
WASHINGTON, D.C. 20006-1888

**CENTURY NATIONAL BANK**  
WASHINGTON, D.C. 20006

15-159  
540

112255

112255

PAY  
SEVEN HUNDRED EIGHTY AND NO/100 DOLLARS

03/28/00

\*\*\*\*\*780.00

TO THE  
ORDER OF  
FEDERAL COMMUNICATIONS COMMISSION

DO NOT SIGN HERE. YOU CAN SEE  
THIS NUMBER SHOWING THROUGH  
THE BACK OF THE CHECK

By: John P. Boney  
AUTHORIZED SIGNATURE

\_\_\_\_\_  
AUTHORIZED SIGNATURE

⑈ 112255⑈ ⑆054001534⑆ 001 001053 5⑈

**MORRISON & FOERSTER LLP**

SAN FRANCISCO  
LOS ANGELES  
PALO ALTO  
WALNUT CREEK  
SACRAMENTO  
ORANGE COUNTY  
SAN DIEGO  
DENVER

ATTORNEYS AT LAW

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WASHINGTON, D.C. 20006-1888  
TELEPHONE (202) 887-1500  
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NEW YORK  
BUENOS AIRES  
LONDON  
BRUSSELS  
BEIJING  
HONG KONG  
SINGAPORE  
TOKYO

March 30, 2000

Writer's Direct Dial Number  
(202) 887-1510  
ctritt@mfo.com

Magalie Roman Salas, Secretary  
Federal Communications Commission  
445 12th Street, S.W., TW-A325  
Washington, D.C. 20554

Re: Application for Commission Consent to Transfer of Control of Section  
214 Authorizations of Teleglobe USA Inc., Teleglobe Business Solutions  
Inc., Excel Communications, Inc., Long Distance Wholesale Club, Inc.,  
and Telecom Vision International Inc. to BCE Inc.

Dear Ms. Salas:

Enclosed for filing on behalf of Teleglobe USA Inc., Teleglobe Business Solutions Inc.,  
Excel Communications, Inc., Long Distance Wholesale Club, Inc., and Telecom Vision  
International Inc. (collectively, the "Teleglobe Applicants") are an original and five copies of an  
application seeking Commission consent to the transfer of control of the Section 214  
authorizations of the Teleglobe Applicants to BCE Inc. Also enclosed are checks payable to the  
"FCC" to cover the prescribed filing fees. The Teleglobe Applicants will submit the original  
signature pages to the Commission within the next few business days.

Please stamp the enclosed duplicate copy as received and return it for our records in the  
attached envelope.

Respectfully submitted,



Cheryl A. Tritt  
Joan E. Neal

Counsel for Teleglobe USA, Inc., Teleglobe  
Business Solutions Inc., Excel Communications,  
Inc., Long Distance Wholesale Club, Inc., and  
Telecom Vision International Inc.

Enclosures

dc-199723



broadband telecommunications network with the support of BCE's significant financial and technical resources.

The Applicants respectfully request that the Commission apply streamlined processing to consideration of this application pursuant to Section 63.12 of the Commission's rules. BCE controls 80% of Bell Canada, a local and long distance carrier in Canada which presently owns approximately 23% of Teleglobe Inc., the parent company of the Teleglobe Applicants. In order to expedite consideration and grant of this Application, the Applicants will accept classification of the Teleglobe Applicants, upon FCC approval and consummation of the proposed transfer of control to BCE, as dominant carriers on the U.S.-Canada route, recognizing the Applicants' right to petition for reclassification at a later date.<sup>3</sup>

#### **I. The Applicants**

##### **A. Teleglobe**

Teleglobe Inc., the ultimate corporate parent of the Teleglobe Applicants, is a Canadian corporation traded on the New York and Toronto Stock Exchanges. A leading global provider of voice, Internet, and other services, Teleglobe Inc. delivers advanced broadband applications to customers in more than 100 countries. With its extensive global Internet network, Teleglobe Inc. provides service to Internet service providers worldwide. To support its continuing investments in broadband communications services, Teleglobe Inc. maintains a balance of wholesale and retail consumer traffic. Through its operating subsidiaries worldwide, including the Teleglobe

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<sup>3</sup> Bell Canada, a majority-owned subsidiary of BCE, has pending before the Commission a petition for declaratory ruling ("Bell Canada Petition") seeking its removal from the Commission's "List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets." See Bell Canada Petition for Declaratory Ruling, *FCC Public Notice DA 99-2981* (December 22, 1999). In light of the Applicants' election to accept dominant carrier classification on the U.S.-Canada route, the Bell Canada Petition is not relevant to the Commission's consideration of this application.

Applicants, Teleglobe Inc. has a significant global market presence in broadband applications, Internet connectivity, value-added international telephony and retail long distance services.

Teleglobe Inc.'s network, which connects directly or indirectly to virtually every country in the world, includes ownership interests in more than 100 submarine cable systems. Teleglobe Inc. also owns cable landing stations and satellite earth stations on the Atlantic and Pacific coasts of Canada. It does not own or operate any earth stations in the United States.

The Teleglobe Applicants, each of which holds Section 214 authorizations from the Commission, are as follows:

- (1) Teleglobe USA, a Delaware corporation, operates primarily as a facilities-based international carrier providing voice and data, private line, and other services on a wholesale basis to carriers in the United States and Canada. Teleglobe USA also provides switched voice services to the public.
- (2) Excel, a Delaware corporation, offers long distance, Internet access, paging, and other telecommunications services to residential and business customers using its nationwide, other telecommunications services to residential and business customers using its nationwide, facilities-based telecommunications network in the United States. Excel operates a nationwide telecommunications network in the United States consisting of 14 switches, owned and/or leased transmission lines and sophisticated network management systems designed to optimize traffic routing. This network currently originates traffic in all or some part of 48 states and the District of Columbia. Excel is expanding its product offerings through resale arrangements for the provision of local exchange and wireless services.
- (3) TBS, a Delaware corporation, offers long distance and private line services to corporate and commercial customers in the United States using the Teleglobe network.

(4) LDWC, a Delaware corporation, offers long distance services to residential customers in the United States.

(5) TVI, a Delaware corporation, offers voice over the Internet and other services, including wholesale international long distance services.

**B. BCE**

BCE is a Canadian holding company which is publicly traded on the New York Stock Exchange, and owns majority or significant shares of many telecommunications-related companies.<sup>4</sup> Through an intermediate holding company (which is 20% indirectly owned by SBC Communications Inc. ("SBC")), BCE owns Bell Canada. BCE itself, which is applying herein to take control of the Teleglobe authorizations, has no investment by SBC. Through Canadian-based subsidiaries, joint ventures, and associated companies operating traditional wireline telephone networks, cellular and other wireless communications networks, satellite networks, and international gateway networks, BCE provides residential and business customers in Canada with a full range of domestic and international telecommunications services. In addition, through its subsidiaries, BCE provides satellite communications and direct-to-home television services, systems integration expertise, directories, electronic commerce solutions, Internet access and high-speed data services, and information technology services. Outside of Canada, BCE has indirect investments in affiliates that develop and operate telecommunications systems in various markets, primarily in Latin America and the Asia-Pacific region, with a focus on the wireless sector. BCE's U.S. investments include the 23% ownership of Teleglobe Inc. by Bell

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<sup>4</sup> BCE has a significant ownership in Nortel Networks, but has announced that it will spin off that interest to its shareholders.

Canada – which, in turn, is owned 80% by BCE and 20% by SBC Communications Inc.<sup>5</sup> Subject to FCC approval, BCE also will acquire a 53% interest in Aliant Inc., which in turn, holds a 65% interest in Stratos Global Corporation.<sup>6</sup>

## **II. The Proposed Transaction Will Serve the Public Interest**

Currently, Bell Canada (80% owned by BCE) holds 23% of the stock of Teleglobe Inc. On February 15, 2000, BCE announced its intention to acquire the other 77% of Teleglobe Inc.'s common shares through a tender offer to be made to Teleglobe Inc.'s shareholders other than Bell Canada.

Although the process of merger has not been finalized, the Applicants expect that BCE will implement the acquisition by way of a Plan of Arrangement under the Canada Business Corporations Act. Pursuant to the Plan of Arrangement, each Teleglobe Inc. common share (other than those currently held by Bell Canada) will be transferred to BCE at the effective date of the Plan of Arrangement (“Effective Date”) in exchange for a fraction (between 0.85 and 0.97, to be determined based on the trading price of the BCE common share for a determined period prior to the Effective Date) of a BCE common share. The Effective Date will occur on a date, selected by the parties, after (1) Teleglobe Inc. and BCE have received all necessary regulatory approvals to consummate the acquisition; and (2) the shareholders of Teleglobe Inc. have approved the Plan of Arrangement, which Effective Date is expected to occur before the end of the year.

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<sup>5</sup> SBC holds no ownership interest in BCE, and its indirect ownership of Teleglobe Inc. is approximately 4.6 percent. Thus, SBC is not an “affiliate” of Teleglobe Inc. under Section 3(1) of the Communications Act, 47 U.S.C. § 153(1). As a result of the proposed transaction, Bell Canada’s attributable ownership interest in Teleglobe Inc. will be reduced to less than 20%, thereby diminishing SBC’s indirect ownership interest in Teleglobe to less than 4%.

<sup>6</sup> Stratos Global Corporation owns or controls Section 214 and Title III licenses in the United States. BCE currently has applications pending before the FCC (File Nos: SES-T/C-20000110-00034, SES-T/C-20000110-00035, and ITC-T/C-20000110-00024) for approval of BCE’s acquisition of control of Aliant Inc.



The proposed transaction will serve the U.S. public interest in promoting competition by permitting Teleglobe and BCE to strengthen their competitive positions through combining their financial resources and complementary services, facilities, and expertise. Specifically, the proposed merger will permit Teleglobe and BCE to realize significant economic, marketing, and technical service efficiencies that will enhance Teleglobe's ability to provide high-quality, low-cost, competitive telecommunications and Internet services and to accelerate deployment of Teleglobe's Globesystem broadband network. Teleglobe and BCE also will benefit significantly from the substantial managerial, technical, and financial expertise of the combined company's management and operations teams. The combined company will offer a full range of services and will provide increased choice to consumers for competitively priced international telecommunications and Internet services.

Moreover, the proposed transaction will accelerate competition in both the U.S. domestic and international markets without any significant increase in market concentration. The Teleglobe Applicants provide Internet and long distance services (as well as local and wireless services via resale) to customers in the United States. BCE, on the other hand, provides a wide array of communications services in Canada. BCE's market share of telecommunications services in the United States is insignificant. Neither Teleglobe nor BCE controls any bottleneck facilities in the United States or has market power in any U.S. market sector. Consequently, the proposed merger will enhance competition, increase consumer choices, and stimulate service and technological innovations without causing any undue concentration in any one market segment.

### III. Section 63.18 Information

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

to Section 63.18 of the Commission's rules:

- (a) Name, address and telephone number of Applicants:
- Teleglobe USA Inc.  
11480 Commerce Park Drive  
Reston, VA 20191  
(703) 755-2000 (Tel)  
(703) 755-2619 (Fax)
- Teleglobe Business Solutions Inc.  
11480 Commerce Park Drive  
Reston, VA 20191  
(703) 755-2000 (Tel)  
(703) 755-2619 (Fax)
- Excel Communications, Inc.  
8750 North Central Expressway  
Suite 1500  
Dallas, Texas 75231-6428  
(214) 863-8000
- Long Distance Wholesale Club, Inc.  
8750 North Central Expressway  
Suite 1500  
Dallas, Texas 75231-6428  
(703) 755-2000 (Tel)  
(703) 755-2619 (Fax)
- Telecom Vision International Inc.  
11480 Commerce Park Drive  
Reston, VA 20191  
(703) 755-2000
- BCE Inc.  
1000 Rue de La Gauchetiere Ouest  
Bureau 3700  
Montreal (Québec)  
Canada H3B 4Y7  
(514) 397-7076

(b) Teleglobe Inc. is a corporation organized under the laws of Canada. Each of the Teleglobe Applicants is a corporation organized under the laws of Delaware. BCE is a corporation organized under the laws of Canada.

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

For Teleglobe:

Cheryl A. Tritt  
Joan E. Neal  
Morrison & Foerster LLP  
2000 Pennsylvania Avenue, N.W., Suite 5500  
Washington, D.C. 20006  
(202) 887-1500 (Tel)  
(202) 887-0763 (Fax)

with a copy to:

Philip M. Walker  
Charles A. Tievsky  
Teleglobe Communications Corporation  
11480 Commerce Park Drive  
Reston, VA 20191  
(703) 755-2000 (Tel)  
(703) 755-2619 (Fax)

For BCE:

Albert Halprin  
Stephen L. Goodman  
Halprin Temple Goodman & Maher  
555 12th Street, N.W.  
Suite 950 North  
Washington, D.C. 20004  
(202) 371-9100 (Tel)  
(202) 371-1497 (Fax)

with a copy to:

Martine Turcotte  
Chief Legal Officer  
BCE Inc.  
1000 Rue de La Gauchetière Ouest  
Bureau 3700  
Montreal (Québec)  
Canada H3B 4Y7

- (d) The Teleglobe Applicants hold various Section 214 authorizations, as specified in Exhibit B. BCE Nexxia Corporation, an indirect, majority-owned subsidiary of BCE, holds a Section 214 authorization to provide global facilities-based and global resale services, subject to classification as a dominant carrier on the U.S.-Canada route (FCC File No. ITC-214-19981222-00884).<sup>7</sup> In addition, Narco Telecommunications, LLC, an indirect, majority-owned subsidiary of BCE, holds Section 214 authorizations to provide: (1) facilities-based and resold non-interconnected IPL services between the United States and all authorized international points excluding Canada (FCC File No. ITC-214-19981014-00696); (2) facilities-based IMTS, resold IMTS, and ISR between the United States and all authorized international points excluding Canada (FCC File No. ITC-214-19981014-00697); (3) facilities-based IMTS, resold IMTS, and ISR between the United States and Canada, as a dominant carrier (FCC File No. ITC-214-19981014-00701); and (4) facilities-based and resold non-interconnected IPL services between the United States and Canada, as a dominant carrier (FCC File No. ITC-214-19981014-00702).<sup>8</sup>
- (e)(3) Authority is hereby requested to transfer control of the Teleglobe Applicants from the shareholders of Teleglobe Inc. to BCE pursuant to the terms and conditions of Section 63.18(e)(3) of the Commission's rules.
- (f) No response is necessary.

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<sup>7</sup> BCE Nexxia Corporation was formerly known as Narco Telecommunications Corporation. See FCC Public Notice, 14 FCC Rcd 4421 (1999) (announcing name change).

(g) Not applicable.

(h) BCE is a publicly held Canadian corporation. There are no shareholders of BCE who directly or indirectly own 10 percent or more of the equity of BCE. Jean Monty, who serves as Chairman and CEO of BCE, also is Chairman of the board of directors of Teleglobe Inc., the ultimate parent company of various foreign carriers.

(i) By Paragraph (1) of the attached certification, BCE certifies that it is affiliated with various foreign carriers in Canada, Colombia, India, Mexico, Venezuela, and Brazil, as identified in Exhibit C.

(j) By Paragraph (2) of the attached certification, BCE certifies that it seeks, upon acquisition of Teleglobe, to provide international telecommunications services to destination countries in which BCE controls or is affiliated with a foreign carrier as those terms are defined in the Commission's rules (including Canada, Colombia, India, Mexico, Venezuela, and Brazil), as specified in Exhibit C.

(k) Canada, Colombia, India, Mexico, Venezuela, and Brazil all are members of the World Trade Organization ("WTO").

(l) On routes where BCE is affiliated with a foreign carrier in Colombia, India, Mexico, Venezuela, and Brazil, the affiliated foreign carrier satisfies the requirements of Section 63.10(a)(3) of the Commission's Rules. Specifically, each such affiliated foreign carrier holds significantly less than a 50 percent market share in the international transport and local access markets in its respective country of operation. Moreover, none of these affiliated carriers has the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in any destination country. Accordingly, all such affiliated foreign carriers are presumed to lack sufficient market power on the foreign end of their

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<sup>8</sup> Natco is not currently operating or providing service.

respective routes to affect competition adversely in the U.S. market. On the U.S.-Canada route, BCE accepts that the Teleglobe Applicants, upon FCC approval and consummation of the proposed transfer of control to BCE, will be subject to dominant carrier regulation and file the quarterly traffic reports required by Section 43.61(c) of the Commission's Rules (recognizing the Applicants' right to petition for reclassification at a later date).

(m) As stated in Subsection (l) above, each BCE affiliated foreign carrier in Colombia, India, Mexico, Venezuela, and Brazil holds significantly less than a 50 percent market share in the international transport and local access markets in its respective country of operation. Moreover, none of these affiliated carriers has the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in any destination country. Accordingly, all such affiliated foreign carriers are presumed to lack sufficient market power on the foreign end of their respective routes to affect competition adversely in the U.S. market, and therefore the Teleglobe Applicants, upon FCC approval and consummation of the proposed transfer of control to BCE, should presumptively be classified as nondominant on all such international routes. BCE agrees that the Teleglobe Applicants, upon FCC approval and consummation of the proposed transfer of control to BCE, will be subject to dominant carrier regulation on the U.S.-Canada route (recognizing the Applicants' right to petition for reclassification at a later date).

(n) By Paragraph (3) of the attached certification, BCE certifies that neither BCE nor any of its operating subsidiaries has agreed to accept special concessions, directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market or will enter into such agreements in the future.

(o) By Paragraph (4) of the attached certification, BCE certifies that no party to this application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) The Applicants seek streamlined processing of this application under Section 63.12 of the Commission's Rules because (1) BCE qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules for the Colombian, Mexican, Indian, Venezuelan, and Brazilian routes; and (2) the Applicants agree to be classified as dominant on the U.S.-Canada route (recognizing the Applicants' right to petition for reclassification at a later date).

**IV. CONCLUSION**

Based on the foregoing, Commission approval of the proposed transfer of control of Teleglobe to BCE will serve the public interest, convenience, and necessity.

Date: March 30, 2000

Respectfully submitted,

TELEGLOBE USA INC., TELEGLOBE  
BUSINESS SOLUTIONS INC., EXCEL  
COMMUNICATIONS, INC., LONG DISTANCE  
WHOLESALE CLUB, INC., and  
TELECOM VISION INTERNATIONAL INC.

By:

  
Philip M. Walker

Charles A. Tievsky  
Teleglobe Communications  
Corporation  
11480 Commerce Park Drive  
Reston, VA 20191

Cheryl A. Tritt  
Joan E. Neal  
Morrison & Foerster LLP  
2000 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006-1888

BCE INC.

By:

---

  
Martine Turcotte  
Chief Legal Officer  
BCE Inc.  
1000 Rue de la Gauchetiere Ouest  
Bureau 3700  
Montreal (Québec)  
Canada H3B 4Y7

Albert Halprin  
Stephen L. Goodman  
Halprin Temple Goodman & Maher  
555 12th Street, N.W.  
Suite 950 North  
Washington, D.C. 20004



**IV. CONCLUSION**

Based on the foregoing, Commission approval of the proposed transfer of control of Teleglobe to BCE will serve the public interest, convenience, and necessity.

Date: March 30, 2000

Respectfully submitted,

TELEGLOBE USA INC., TELEGLOBE  
BUSINESS SOLUTIONS INC., EXCEL  
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Philip M. Walker  
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Joan E. Neal  
Morrison & Foerster LLP  
2000 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006-1888

By:

Martine Turcotte  
Martine Turcotte  
Chief Legal Officer  
BCE Inc.  
1000 Rue de La Gauchetière Ouest  
Bureau 3700  
Montreal (Québec)  
Canada H3B 4Y7

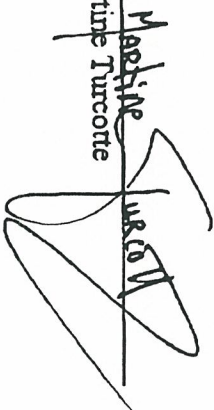
Albert Halprin  
Stephen L. Goodman  
Halprin Temple Goodman & Maher  
555 12th Street, N.W.  
Suite 950 North  
Washington, D.C. 20004

sf-848763

CERTIFICATION

I, Martine Turcotte, Chief Legal Officer of BCE Inc. ("BCE"), hereby certify that:

1. BCE is affiliated with the foreign carriers specified in Exhibit C.
2. BCE seeks to acquire control of the Teleglobe affiliated operating companies holding international Section 214 authority and to provide international telecommunications services to destination countries in which BCE controls or is affiliated with a foreign carrier in those countries, as specified in Exhibit C.
3. Neither BCE nor any of its operating subsidiaries has agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market or will enter into such agreements in the future.
4. No party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

  
\_\_\_\_\_  
Martine Turcotte

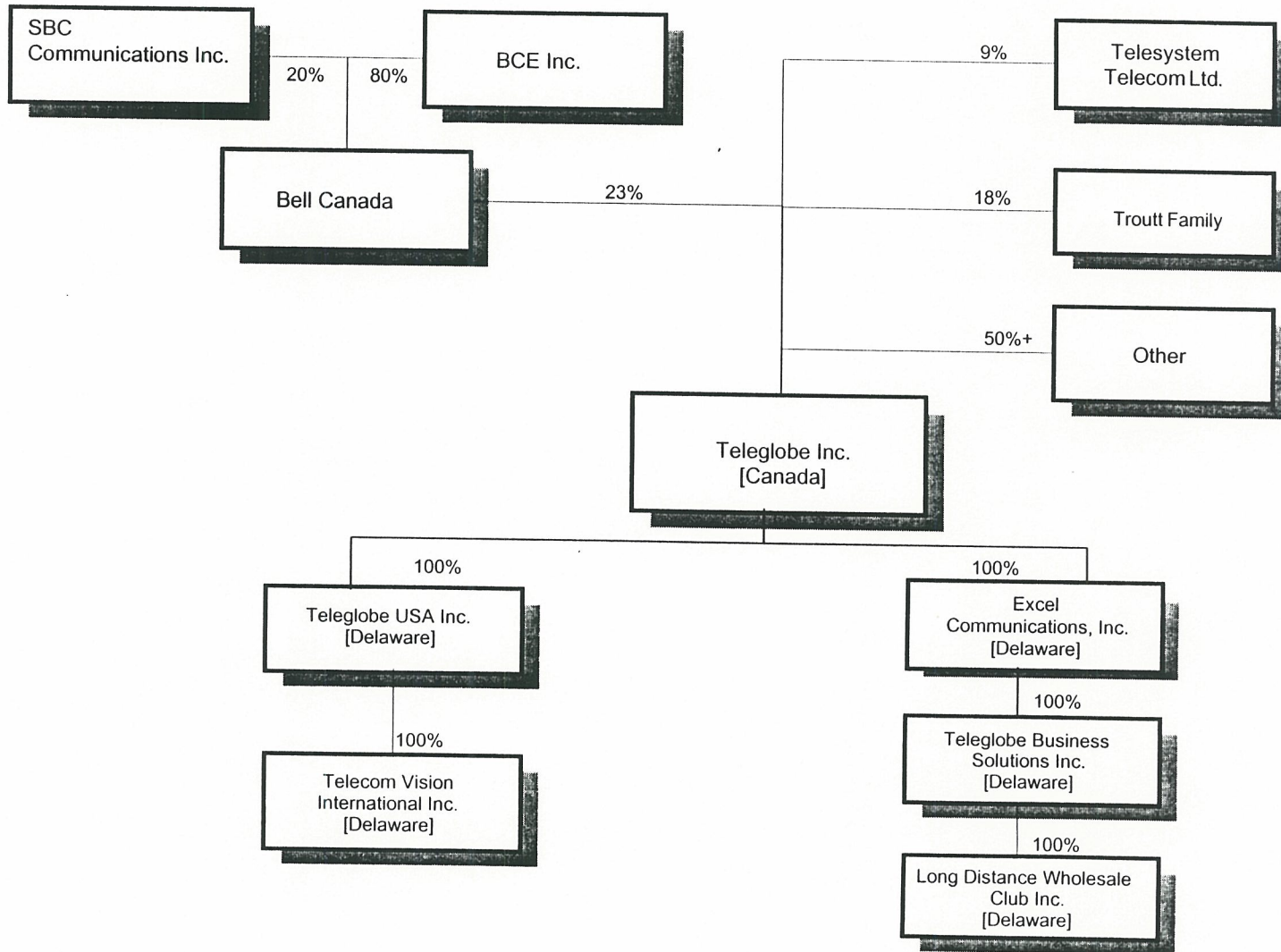
Date: March 30, 2000

sf-848763

**EXHIBIT A**

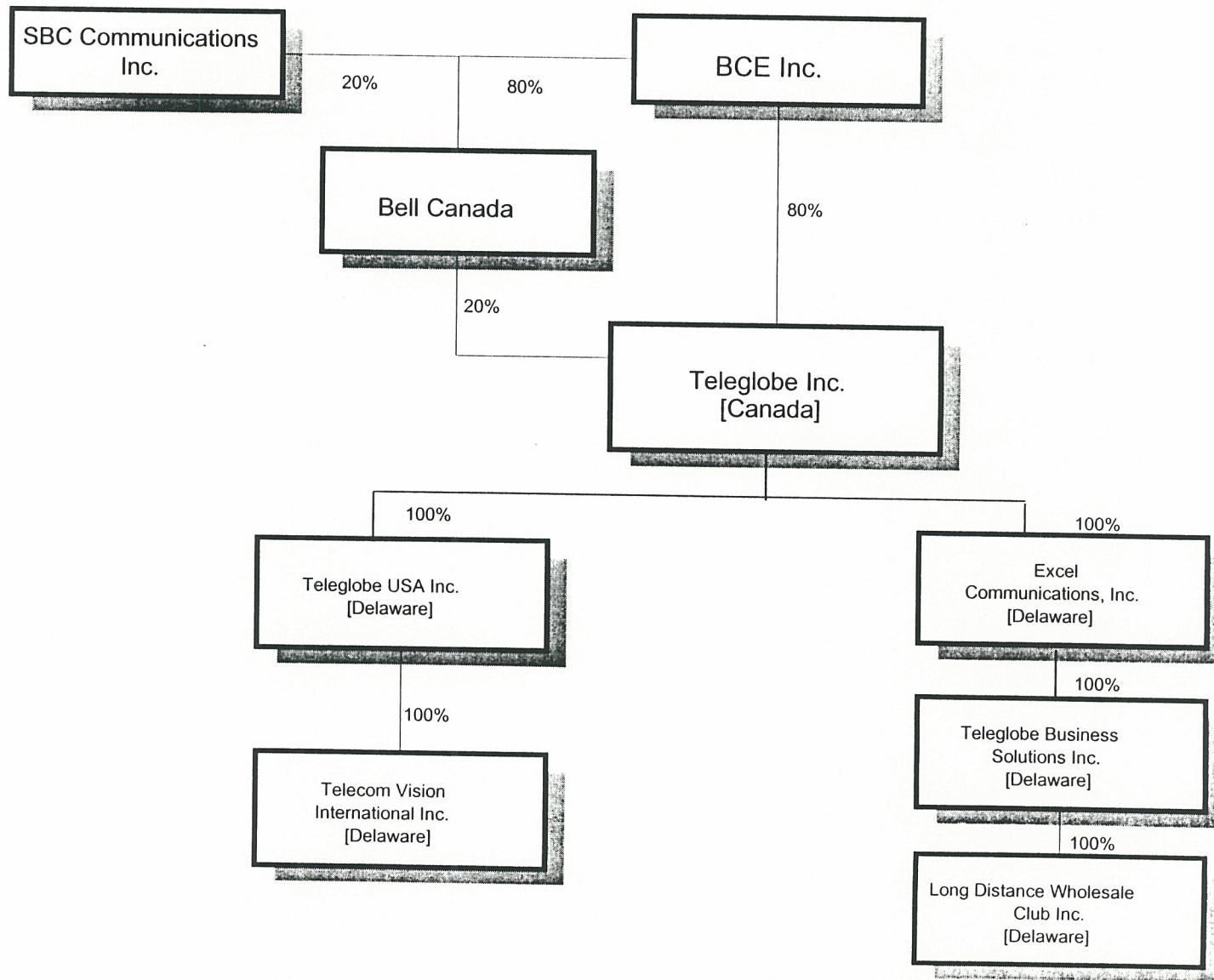
**PRE- AND POST-MERGER ORGANIZATIONAL CHARTS**

## Pre Merger Structure



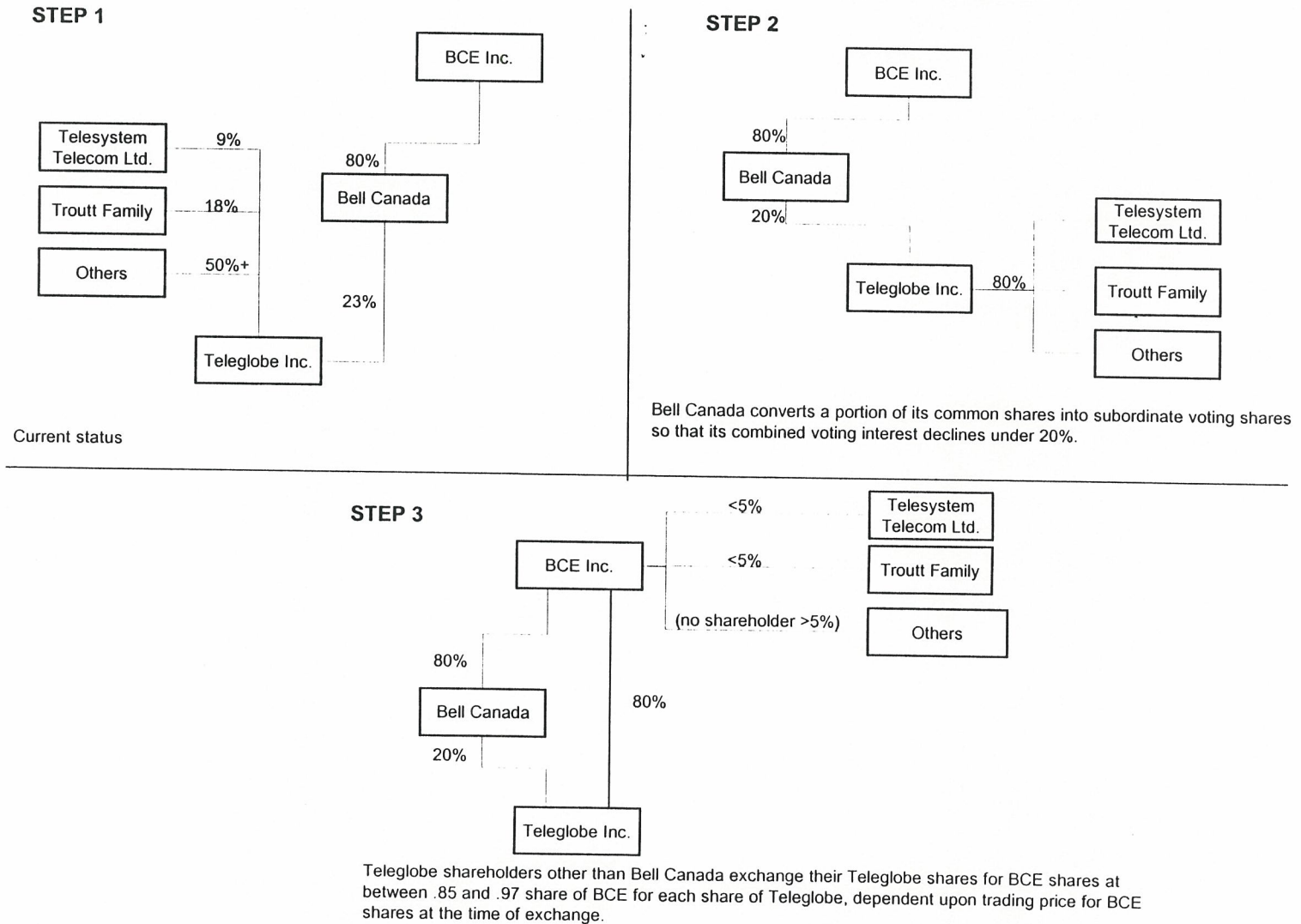
\* Some of the companies identified herein may be indirectly owned through intermediate holding companies.

## Post Merger Structure



\* Some of the companies identified herein may be indirectly owned through intermediate holding companies.

## Teleglobe - BCE Transfer of Control Process



\* Some of the companies identified herein may be indirectly owned through intermediate holding companies.

**EXHIBIT B**  
**SECTION 214 AUTHORIZATIONS OF TELEGLOBE INC. AND ITS**  
**SUBSIDIARIES**

<b>Licensee</b>	<b>FCC File Number</b>	<b>Description</b>
Teleglobe USA Inc.	ITC-95-466	Authority to resell private lines not interconnected to the public switched network between the United States and international points, except Canada
	ITC-95-467	Authority to provide international services between United States and international points through resale of international switched services
	ITC-95-468	Authority to resell private lines interconnected with the public switched network at one or both ends for provision of switched services between the United States and the United Kingdom
	ITC-96-074	Authority to resell interconnected private lines between the United States and Sweden for the provision of switched services
	ITC-214-19960806-00371	Limited global facilities-based services to all international points, except Canada
	ITC-96-020	Authority to acquire and operate facilities (including CANTAT-3 and TPC-4) for the provision of international services between the United States and international points, except Canada
	ITC-214-19960723-00334	Authority to acquire and operate facilities for the provision of international services between the United States and certain international points using the CANUS-1 cable system
	ITC-214-19960723-00335	Authority to acquire and operate facilities for the provision of international services between the United States and international points
	ITC-214-19960723-00336	Authority to lease private lines between the United States and Canada for provision of switched and private line services
	ITC-214-19980430-00286*	Authority to construct, acquire, and operate capacity in the AMERICAS-II Cable System, a Digital Submarine Cable System
	ITC-214-19980430-00287*	

<b>Licensee</b>	<b>FCC File Number</b>	<b>Description</b>
	ITC-214-19980527-00346*	Columbus III – Authorization to construct and operate
	ITC-214-19990325-00153*	MAYA-I – Authorization to construct and operate
Teleglobe Business Solutions Inc.	ITC-214-19970415-00212	Global facilities-based/global resale service
Telecom Vision International Inc.	ITC-214-19971031-00672	Limited global resale service
EXCEL Telecommunications, Inc.	ITC-93-45	Switched resale
	ITC-214-19960123-00032	Individual switched resale
	ITC-T/C-19980717-00495	Transfer of control from Excel to Teleglobe Inc.
Long Distance Wholesale Club, Inc.	ITC-94-003	International services

\* These licenses were acquired by group applications filed by AT&T and others.



## EXHIBIT C

### FOREIGN CARRIER AFFILIATES

As of March 20, 2000, the following is a list of foreign carrier affiliates in which BCE Inc. holds a direct or indirect interest of greater than 25%.

Company	Description of Service	Country
Aliant Advanced Communications Inc.	Reseller of data services.	Canada
ARDICOM Digital Communications Inc.	Reseller of digital services in the Northwest Territories and Nunavut Territory.	Canada
Axtel S.A. de C.V.	Provides local and long distance services in Mexico.	Mexico
BCE Nexxia Inc.	Provides high speed data services.	Canada
Bell Advanced Communications Inc.	Reseller of telecommunications services.	Canada
Bell Canada	Provides local, long distance, and international voice and data services in Canada.	Canada
Bell ExpressVu Inc.	Provides direct-to-home video and high speed data services.	Canada
Bell Mobility Cellular Inc.	Provides cellular and PCS services in Ontario and Québec, Canada.	Canada
Bell Mobility Paging Inc.	Provides paging services in Ontario and Québec, Canada.	Canada
Canbras Communications Corp.	Provides cable television and private telephony services.	Brazil
Comunicacion Celular S.A. -Comcel	Provides cellular services in the eastern region of Colombia.	Colombia
ConneCTivity Contact Centre Solutions Inc.	Provides resold data services primarily in New Brunswick.	Canada
Darome Canada Inc.	Provides teleconferencing services for voice and video.	Canada
Excel Telecommunications (Canada) Inc.	Reseller of telecommunications services.	Canada
Genesis Telecom, C.A.	Provides broadband wireless services.	Venezuela
Infosat Telecommunications, Inc.	Provides mobile satellite services.	Canada

<b>Company</b>	<b>Description of Service</b>	<b>Country</b>
Intrigna Communications Inc.	Provides local and long distance voice and data services in Alberta and British Columbia.	Canada
Island Telecom Inc.	Provides local, long distance, and international services in Prince Edward Island, Canada.	Canada
Maritime Tel & Tel Limited	Provides local, long distance, and international services in Nova Scotia, Canada.	Canada
MT&T Mobility Inc.	Provides cellular, PCS, and international telecommunications services in Nova Scotia, Canada.	Canada
NBTel Inc.	Provides local, long distance, international, wireless, and high speed data services in New Brunswick, Canada.	Canada
NBTel VideoActive Network Limited	Provides resold video and data services.	Canada
NewTel Communications Inc.	Provides local, long distance, and international services in Newfoundland and Labrador, Canada.	Canada
NewTel Mobility Limited	Provides wireless services in Newfoundland and Labrador, Canada.	Canada
NorTel Mobility Inc.	Provides cellular services in Northeastern Ontario, Canada.	Canada
Northern Telephone Limited	Provides local telephone service in Northeastern Ontario, Canada.	Canada
Northwestel Inc.	Provides local and long distance services in the Yukon and Northwest Territories and British Columbia, Canada.	Canada
Northwestel Mobility Inc.	Provides wireless services in the Yukon and Northwest Territories and British Columbia, Canada.	Canada
Occidente y Caribe Celular S.A. (Ocecel)	Provides cellular services in the western region of Colombia.	Colombia
SkyTel Communications Corporation	Provides airline passenger communication services.	Canada
Stratos Wireless Inc.	Provides mobile and fixed satellite services.	Canada

Company	Description of Service	Country
Tata Communications Limited	Provides cellular services in the state of Andhra Pradesh, India.	India
Télébec ltée	Provides local and long distance services in Québec, Canada.	Canada
Télébec Mobilité inc.	Provides cellular and other wireless services in Québec, Canada.	Canada
Telesat Canada	Provides space segment satellite service in Canada.	Canada
Telesat Serviços de Telecomunicação S.A.	Provides heavy route space segment services in Brazil.	Brazil
TMI Communications and Company, Limited Partnership	Provides mobile satellite services.	Canada
Véspér S.A.	Provides fixed telephony and value added services.	Brazil
Véspér São Paulo S.A.	Provides fixed telephony and value added services.	Brazil
Vistar Telecommunications Inc.	Provides wireless and mobile satellite services.	Canada

## CERTIFICATE OF SERVICE

I, Theresa L. Pringleton, do hereby certify that the foregoing **Application** was hand delivered, this 30<sup>th</sup> day of March 2000, to the following:

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