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INVOICE	DATE	AMOUNT	DATE	AMOUNT
RQ347560	03/28/00	780.00		
				\$ 780.00

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

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WASHINGTON, D.C. 20006

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By: John P. Kasey
AUTHORIZED SIGNATURE

AUTHORIZED SIGNATURE

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MORRISON & FOERSTER LLP

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March 30, 2000

Writer's Direct Dial Number
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critt@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

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

In the Matter of)
)
)
TELEGLOBE USA INC., TELEGLOBE)
)
BUSINESS SOLUTIONS INC., EXCEL)
)
COMMUNICATIONS, INC., LONG)
)
DISTANCE WHOLESALE CLUB, INC.,)
)
AND TELECOM VISION)
)
INTERNATIONAL INC.)
)
)
Application for Authority Under) File No. ITC-_____
)
Section 214 of the Communications Act)
)
of 1934, as Amended, for Transfer of)
)
Control to BCE Inc.)

APPLICATION FOR TRANSFER OF CONTROL

Teleglobe USA Inc. (“Teleglobe USA”), Teleglobe Business Solutions Inc. (“TBS”), Excel Communications, Inc. (“Excel”), Long Distance Wholesale Club, Inc. (“LDWC”), and Telecom Vision International Inc. (“TVI”) (collectively, “Teleglobe” or the “Teleglobe Applicants,” unless otherwise specified) and BCE Inc. (“BCE”)¹ (collectively, the “Applicants”) hereby request authority for transfer of control of Teleglobe to BCE, pursuant to Section 214 of the Communications Act of 1934, as amended (“Communications Act”), 47 U.S.C. § 214, and Section 63.18 of the rules of the Federal Communications Commission (“FCC” or “Commission”), 47 C.F.R. §63.18.² Grant of the application will inure to the public interest by, *inter alia*, enabling Teleglobe to accelerate deployment and completion of its Globesystem

¹ References hereinafter to BCE will include its operating subsidiaries, unless otherwise specified.

² Applicants also are filing contemporaneously herewith an application seeking Commission consent to the transfer of control of certain cable landing licenses held by Teleglobe USA and one of its affiliates, as well as a notification of foreign carrier affiliation pursuant to Section 63.11 of the Commission’s rules.

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.³

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

³ 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 D4 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, 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.⁴ 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

⁴ 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.⁵ 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.⁶

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.

⁵ 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%.

⁶ 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 Gauchetiere 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).⁷ In addition, Natco 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).⁸
- (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.

⁷ BCE Nexxia Corporation was formerly known as Natco 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

⁸ 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
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Reston, VA 20191

Cheryl A. Tritt
Joan E. Neal
Morrison & Foerster LLP
2000 Pennsylvania Avenue, N.W.
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BCE INC.

By:

Martine Turcotte
Chief Legal Officer
BCE Inc.
1000 Rue de la Gauchetiere Ouest
Bureau 3700
Montreal (Quebec)
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 Telelobe 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
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BCE INC.

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

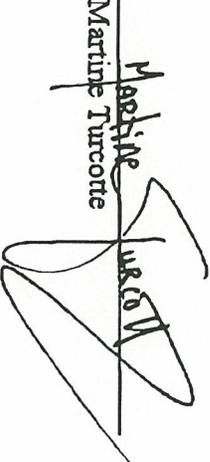
Albert Halprin
Stephen L. Goodman
Halprin Temple Goodman & Maher
555 12th Street, N.W.
Suite 950 North
Washington, D.C. 20004

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

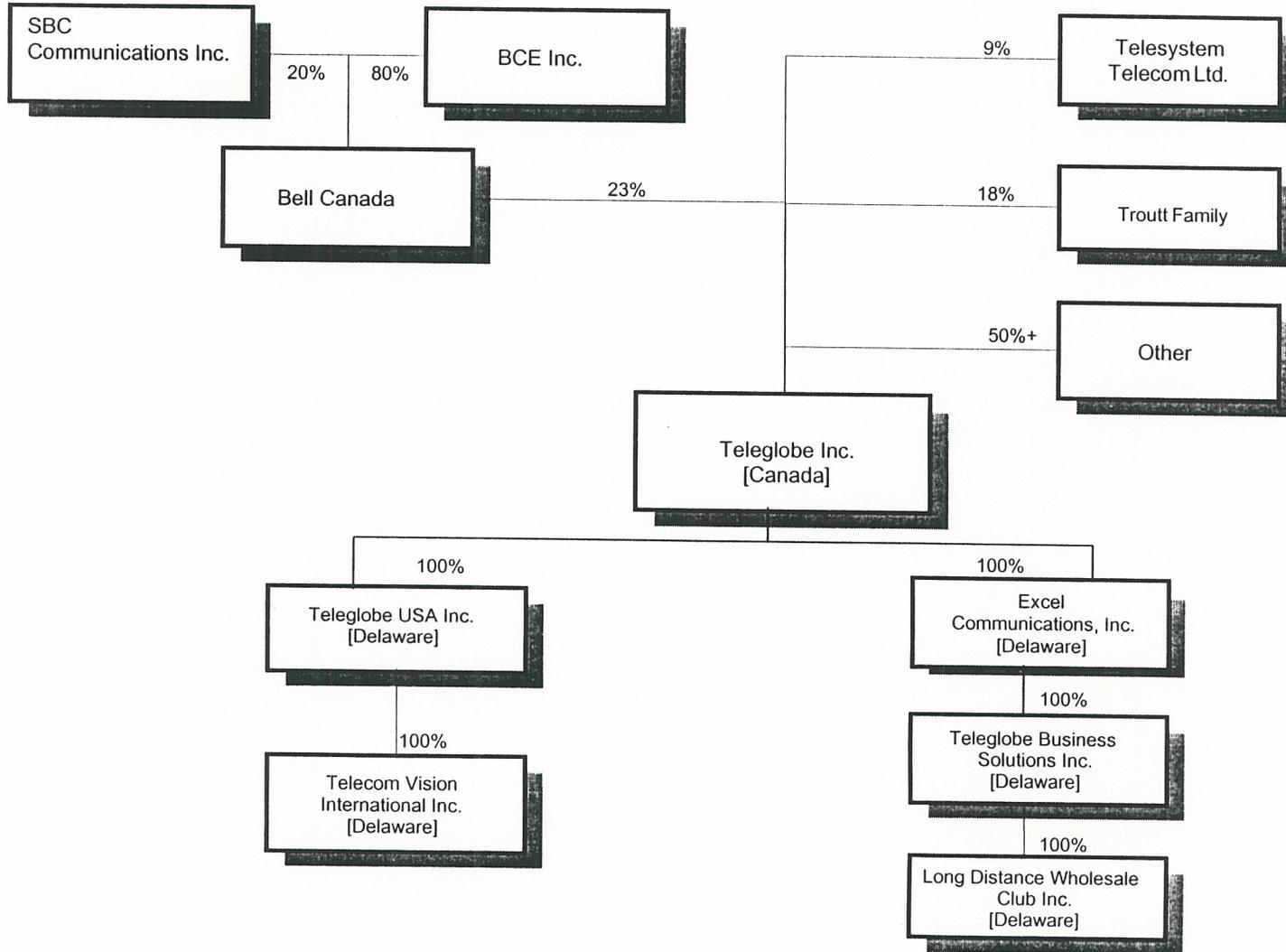
Date: March 30, 2000

sf-848763

EXHIBIT A

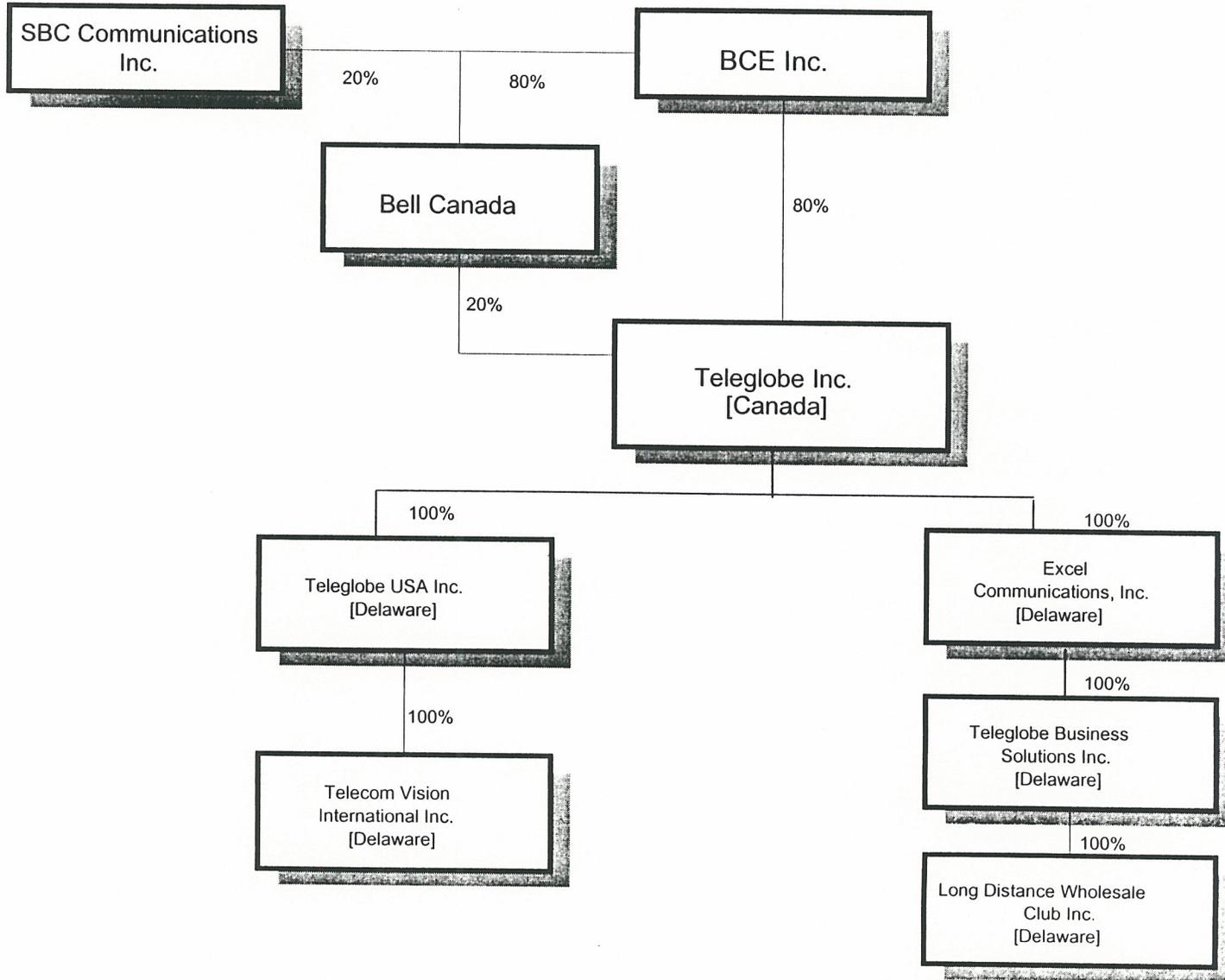
PRE- AND POST-MERGER ORGANIZATIONAL CHARTS

Pre Merger Structure



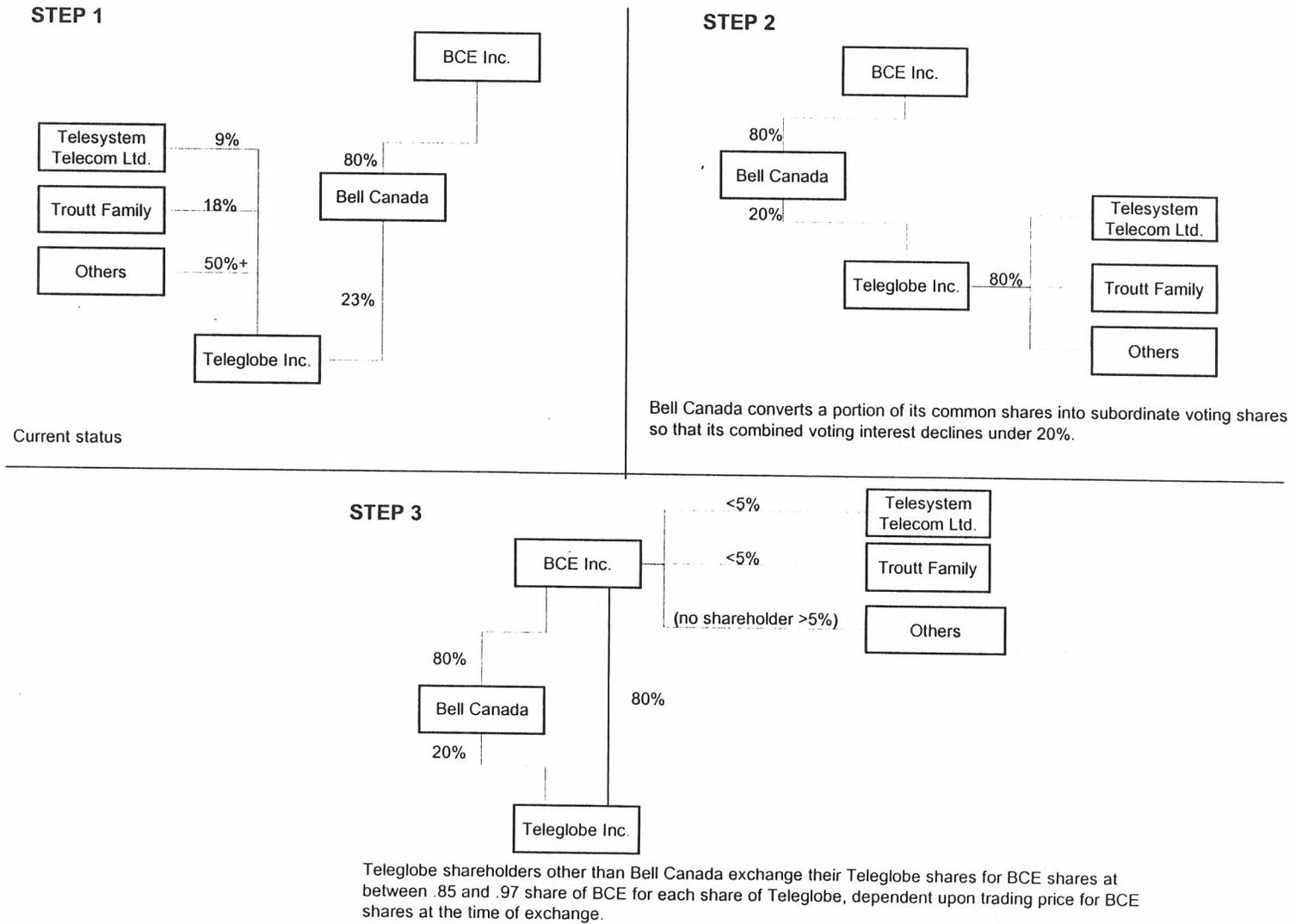
* Some of the companies identified herein may be indirectly owned through intermediate holding companies.

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

Licensee	FCC File Number	Description
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*	

Licensee	FCC File Number	Description
	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

Company	Description of Service	Country
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. (Occel)	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 30th day of March 2000, to the following:

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