

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: _____

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April 11, 2000

VIA COURIER

Federal Communications Commission
International Bureau, Telecommunications Division
P. O. Box 358115
Pittsburgh, PA 15251-5115
Attn: Rebecca Arbogast, Division Chief


Re: Joint Application for Authority Pursuant to Section 214 of the Communications Act
of 1934, as Amended, To Transfer Control of International Exchange Networks, Ltd.,
an Authorized International Carrier, to Global Crossing Ltd.

Dear Sir or Madam:

On behalf of Global Crossing Ltd. and IPC Communications, Inc. (together, "Applicants"), enclosed for filing are an original and six (6) copies of the above-referenced joint application. Applicants respectfully request expedited treatment of this joint application to permit them to consummate the transfer of control described in this application as soon as possible, but no later than May 15, 2000.

As required by the Commission's Rules, a check in the amount of \$780.00 is enclosed to cover the filing fee. Please date-stamp the enclosed extra copy of this application and return it in the self-addressed, postage paid envelope provided. Should you have any questions concerning this application, please do not hesitate to contact the undersigned.

Respectfully submitted,


Helen E. Disenhaus
Troy F. Tanner

Counsel for Global Crossing Ltd.

Enclosures

cc: J. Breck Blalock (FCC)
Michael J. Shortley, III
Robert A. Mazer
Brett P. Ferenchak

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

In the Matter of
))
))
))
Global Crossing Ltd. and
IPC Communications, Inc.))

File No. ITC-T/C-2000 041 - 00251

))
Joint Application for authority pursuant to
Section 214 of the Communications Act of 1934,))
as amended, to transfer control of International))
Exchange Networks, Ltd., an authorized))
international carrier, to Global Crossing Ltd.))
_____))

JOINT APPLICATION FOR TRANSFER OF CONTROL

Global Crossing Ltd. ("Global Crossing" or "Transferee") and IPC Communications, Inc. ("IPC" or "Transferor") (together, "Applicants"), by their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1982) (the "Act"), and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18 (1998), hereby request approval to transfer control of International Exchange Networks, Inc., a non-dominant common carrier with international Section 214 authorization, from IPC Communications, Inc. to Global Crossing Ltd.

As described below, Global Crossing will acquire ultimate control of IEXN through a series of transactions whereby Global Crossing will acquire IPC and its intermediate subsidiaries, IPC Information Systems, Inc. ("IPC Systems") and IXnet, Inc. ("IXnet"), through an exchange of their respective stocks. Following consummation of the transaction, IEXN will be an indirect subsidiary of Global Crossing. Although IEXN will have a new ultimate corporate parent, IEXN will continue to provide services to its existing customers under existing service arrangements, pursuant to its

authority granted by this Commission. The proposed transaction, therefore, will be virtually transparent to IEXN's customers. Attached hereto as Exhibit A is a chart that illustrates the corporate structure of the parties prior to and immediately following consummation of the proposed transfer of control.

Applicants respectfully request expedited treatment of this Joint Application in order to permit them to consummate the proposed transfer of control transaction as soon as possible, but no later than May 15, 2000. In support of this request, Applicants note that this Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12, for the reasons stated below.

I. DESCRIPTION OF THE PARTIES

A. Global Crossing Ltd.

Global Crossing Ltd is a Bermuda company with holding and operating subsidiaries in various countries, including the United States. The shares of Global Crossing Ltd. are publicly traded on the NASDAQ National Market under the symbol GBLX, and they are majority-owned by United States nationals.

Through its subsidiaries, Global Crossing is building and operating a global fiber optic network, called the Global Crossing Network, that will permit the provision of a variety of advanced data and voice transmission services. The Global Crossing Network consists of 101,000 announced route miles, serving five continents, 27 countries and more than 200 major cities. When completed, Global Crossing's communications network and its telecommunications and Internet product offerings will be available in markets generating over 80% of the world's international communications traffic. Although Global Crossing does not itself hold Section 214 authorization,

various Global Crossing subsidiaries hold Section 214 authority to provide international telecommunications services.¹

B. International Exchange Networks, Inc. and IPC Communications, Inc.

IPC is a publicly traded Delaware holding corporation. Through its wholly-owned subsidiary, IPC Systems, IPC is the parent of IXnet and IEXN. IPC Systems provides integrated telecommunications equipment and services that facilitate the execution of transactions by the worldwide financial services community. IPC Systems designs, manufactures, installs and services turrent systems, which provide desktop access to time-sensitive communications and data. Through its subsidiary, IXnet, IPC Systems operates a global network providing a variety of voice, data and content distribution services specifically designed to meet the specialized communications requirements of the financial services community.

IXnet is a publicly traded Delaware holding corporation that provides, through its operating subsidiaries, interexchange and international private line and switched telecommunications services to members of the financial community in the United States and abroad. IXnet is focused on providing a seamless global network, offering a variety of voice, data, and content distribution services to its customers. IXnet's worldwide network is comprised of two Network Operation

¹ Global Crossing Marketing USA Inc., an indirect wholly-owned subsidiary of Global Crossing, was granted global facilities-based and resale authority under Section 214 on June 4, 1999. Public Notice Report No. TEL-0098, DA 99-1152 (rel. June 11, 1999) (granting File No. IT-C-214-19990412-00202 (effective June 4, 1999)). On September 7, 1999, Global Crossing Holdings USA, Inc. notified the Commission that its name had changed to Global Crossing Holdings USA, Inc. Through its merger with Frontier Corporation ("Frontier") and Racal Electronics Plc ("Racal"), Global Crossing acquired control of various Section 214 authorizations held by Frontier and Racal's operating subsidiaries. A list of Global Crossing's existing Section 214 authorizations held by its subsidiaries is attached as Exhibit A.

Centers (New York and London), three data centers, 73 points of presence, 1,450 access nodes placed on customer premises, and high capacity bandwidth facilities.

IEEXN, a Delaware corporation, is the wholly-owned operating subsidiary of IXnet authorized by the Commission and various states to provide telecommunications services. IEEXN is authorized to provide international telecommunications service pursuant to several Section 214 authorizations granted by the Commission. Further information concerning IEEXN's qualifications to provide telecommunications service was filed with its Section 214 applications. That information is, therefore, already a matter of public record at the Commission, and Applicants respectfully request that it be incorporated by reference herein. Although IEEXN is not itself authorized to provide telecommunications service in any foreign country, various subsidiaries of IEEXN are authorized to provide telecommunications services in foreign countries including Canada, Japan, and the United Kingdom. All of IEEXN's foreign subsidiaries are located in WTO Member Countries and have substantially less than a 50 percent share of the international transport and local access markets in their respective countries. Accordingly, IEEXN is regulated as a non-dominant carrier of international telecommunications services to all of these countries.

II. DESCRIPTION OF THE TRANSACTION

Global Crossing and IEEXN's parents have determined that they will realize significant economic and marketing efficiencies by establishing IEEXN as an indirect subsidiary of Global Crossing. Global Crossing will acquire both IXnet and its parent company, IPC Systems, through a series of transactions including: (1) the merger of IPC and IPC Systems; (2) the merger of IPC Systems and Georgia Merger Sub Corporation ("GC Merger Sub"), a wholly-owned subsidiary of Global Crossing formed specifically for purposes of effectuating the transfer of control; and (3) the

merger of IXnet and Idaho Merger Sub Corporation ("IPC Merger Sub"), a wholly-owned subsidiary of IPC Systems formed specifically for purposes of effectuating the transfer of control.

Pursuant to the Agreement and Plan of Merger, first, IPC will merge with and into IPC Systems, with IPC Systems surviving the merger ("Intercompany Merger"). Each issued and outstanding share of IPC's Common Stock (that is not owned by IPC or any direct or indirect wholly-owned subsidiary of IPC, or held by IPC as treasury shares, or owned by Global Crossing wholly-owned subsidiary of IPC, or held by IPC as treasury shares) will be converted into one or any direct or indirect wholly-owned subsidiary of Global Crossing will be converted into one or any direct or indirect wholly-owned subsidiary of Global Crossing Common Stock.

Immediately following the Intercompany Merger, GC Merger Sub will merge with and into fully paid and nonassessable share of IPC Systems Common Stock. Each issued and outstanding IPC Systems, with IPC Systems surviving the merger ("IPC Merger"). Each issued and outstanding share of IPC Systems's Common Stock (that is not owned by IPC Systems or any direct or indirect wholly-owned subsidiary of IPC Systems, or held by IPC Systems as treasury shares, or owned by wholly-owned subsidiary of IPC Systems, or held by IPC Systems as treasury shares, or owned by Global Crossing or any direct or indirect wholly-owned subsidiary of Global Crossing) will be converted into the right to receive from Global Crossing 5.417 fully paid and nonassessable shares of Global Crossing's Common Stock. As a result, IPC Systems will be a wholly-owned subsidiary of Global Crossing.

In the final phase, IPC Merger Sub will merge with and into IXnet, with IXnet surviving the merger ("IXnet Merger"). Each issued and outstanding share of IXnet's Common Stock (that is not owned by IPC Systems, IXnet, or by any direct or indirect wholly-owned subsidiary of IPC Systems or IXnet, or held by IXnet as treasury shares, or owned by Global Crossing or any direct or indirect wholly-owned subsidiary of Global Crossing) will be converted into the right to receive from Global Crossing 1.184 fully paid and nonassessable shares of Global Crossing's Common Stock. As a

Tel: (212) 509-7888

Transferee: Global Crossing Ltd.
Wessex House
45 Reid Street
Hamilton HM 12
Bermuda
Tel.: (441) 296-8600

(b) Transferor: IPC is a corporation organized under the laws of the State of Delaware.

Transferee: Global Crossing is a corporation organized under the laws of Bermuda.

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

Helen E. Disenhaus, Esq.
Troy F. Tanner, Esq.
Swidler, Berlin, Shereff, Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7645
Counsel for Global Crossing Ltd.

with copies to:

Michael J. Shortley, III
Global Crossing North America, Inc.
180 South Clinton Avenue
Rochester, New York 14646

and:

Robert A. Mazer, Esq.
Megan H. Troy, Esq.
Vinson & Elkins, LLP
1455 Pennsylvania Avenue, N.W.
Washington, D.C. 20005
Counsel for IPC Communications, Inc.

(d) Transferor: IPC's indirect U.S. subsidiary, International Exchange Networks, Ltd., is an authorized non-dominant international facilities-based

carrier and reseller of international services under Section 214 of the Act.² A subsidiary of IEXN, Saturn Global Networks, Inc. is an authorized non-dominant international facilities-based carrier and reseller of international services under Section 214 of the Act.³ A list of these Section 214 authorizations is attached as Exhibit B.

Transferee: Global Crossing's wholly-owned subsidiary Global Crossing Holdings USA Inc., has received authority under Section 214 as a non-dominant international facilities-based carrier and reseller. In addition, various subsidiaries of Frontier Corporation and Racal Telecommunications, Inc. hold Section 214 authorizations. A list of Global Crossing's Section 214 authorizations, including those held in the name of Frontier's subsidiaries and Racal Telecommunications, Inc., is attached as Exhibit B.

(e)(3) By this application, Applicants seek authority to transfer control of IEXN, a non-dominant common carrier holding international Section 214 authority, to Global Crossing, the parent of non-dominant carriers holding several international Section 214 authorizations.

² See FCC File No. ITC-96-383, Public Notice, Rep. No. 1-8198, 11 FCC Rcd 10080 (eff. Aug. 23, 1996) (global facilities-based/global resale); FCC File No. ITC-06-096, Order Authorization and Certificate (rel. June 14, 1996) (resale of international private lines between the United States and the United Kingdom and between the United States and Canada that are connected to the public switched network in the United State or the United Kingdom or both, and in the United State or Canada or both); FCC File No. ITC-93-319, Order and Certification (rel. Feb. 25, 1994) (resale of switched services and international private lines not interconnected to the public switched network for the provision of international private line services between the United States and Australia, Brazil, Canada, Denmark, France, Germany, Hong Kong, Italy, Japan, Korea, the Netherlands, Singapore, Sweden, Switzerland, Taiwan, and the United Kingdom). The Commission also authorized the transfer of control of IEXN from IPC Systems to Cable Systems Holding, LLC. See FCC File No. ITC-T/C-19980318-00195 (old file number ITC-98-223-TC) (eff. Apr. 24, 1998).

³ See FCC File No. ITC-97-003, Public Notice, Rep. No. 1-8228 (eff. Feb. 12, 1997) (facilities-based carrier and reseller between the United States and the following destinations: Spain, Ireland, Switzerland, Belgium, Australia, Hong Kong, Italy, and Germany); FCC File No. ITC-96-549 (eff. Nov. 22, 1996) (facilities-based carrier and reseller excluding the United Kingdom, Gibraltar, Spain, Russia, Northern Ireland, France, Switzerland, the Netherlands, Belgium, Australia, Hong Kong, Italy, Germany and countries not eligible under the Commission's exclusion list). The Commission also authorized the transfer of control of Saturn Global Network, Inc. to IEXN. See FCC File No. ITC-T/C-19980810-00550, Report No. TEL-00016 (Oct. 8, 1998).

(f) Not applicable. This application for transfer of control is eligible for streamlined processing under § 63.12, 47 C.F.R. 63.12 (1999).

(g) Not applicable.

(h) After completion of the transactions, the following persons or entities will hold a ten percent (10%) or greater, direct or indirect, ownership in **International Exchange Networks, Ltd.**

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
IXnet, Inc. 88 Pine Street New York, NY 10005	100%	U.S.	Telecommunications

The following persons or entities will hold a ten percent (10%) or greater, direct or indirect ownership in **IXnet, Inc.:**

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
IPC Information Systems, Inc. 88 Pine Street New York, NY 10005	100%	U.S.	

The following persons or entities will hold a ten percent (10%) or greater, direct or indirect ownership in **IPC Information Systems, Inc.:**

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Global Crossing Ltd. Wessex House 45 Reid Street Hamilton HM 12 Bermuda	100%	Bermuda	Holding Company

The following persons or entities hold a ten percent (10%) or greater, direct or indirect ownership in **Global Crossing Ltd.**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Pacific Capital Group, Inc. ("PCG") 360 North Crescent Drive Beverly Hills, CA 90210	12.98 ⁴	U.S.	Investment Company

The following persons or entities will hold a ten percent (10%) or greater, direct or indirect ownership in **PCG**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Gary Winnick (as owner and trustee) 360 North Crescent Drive Beverly Hills, CA 90210	100%	U.S.	Individual

With the possible exception of directors and officers of Global Crossing Ltd. that serve as directors and officers of certain other entities under its control, Global Crossing Ltd. does not have interlocking directorates with a foreign carrier.

- (i) Global Crossing certifies that it is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, but that Global Crossing has subsidiaries that are foreign carriers and, therefore, Global Crossing is affiliated within the meaning of Section 63.09(e) of the Commission's Rules with foreign carriers in the following countries:

Argentina, Belgium, Denmark, France, Germany, Hong Kong, Ireland, Italy, Japan, the Netherlands, Spain, Sweden, Switzerland, and the United Kingdom.

International Exchange Networks, Ltd is a foreign carrier or has subsidiaries that are foreign carriers in the following countries:

⁴ Includes the holdings of GKW Unified Holdings, LLC, a company formed for the benefit of Gary Winnick and members of his family, which is managed by PCG. Gary Winnick, as owner and trustee, is the sole shareholder of PCG. PCG's percentage held also includes its interest in common stock issuable upon the exercise of certain warrants.

Canada, Japan, and the United Kingdom.

Attached hereto as Attachment C, is Global Crossing's Foreign Affiliation Notification for those entities Global Crossing will be affiliated with following the transaction proposed herein.

(j)(1) Global Crossing certifies that it does not seek to provide international telecommunications services to any destination country where Global Crossing itself is a foreign carrier in that country.

(j)(2) Global Crossing certifies that it provides international telecommunications services to countries where Global Crossing controls a foreign carrier in that country. Global Crossing is affiliated within the meaning of Section 63.09(e) with the following foreign carriers in the following countries:

<u>Country</u>	<u>Carrier(s)</u>
Argentina	GC SAC Argentina S.R.L.
Belgium	GC Pan European Crossing België s.p.r.l./b.v.b.a
Denmark	GC Pan European Crossing Danmark Aps
France	GC Pan European Crossing France S.A.R.L.
Germany	Global Telesystems GmbH GC Pan European Crossing Deutschland GmbH
Hong Kong	Asia Global Crossing Hong Kong Ltd. Hutchison Communications Limited
Ireland	Global Crossing Ireland Ltd.
Italy	GC Pan European Crossing Italia s.r.l.
Japan	Global Crossing Japan K.K. Global Access Ltd.
The Netherlands	GT Netherlands B.V. GC Pan European Crossing Nederland B.V.
Spain	GC Pan European Crossing España, S.L.
Sweden	GC Pan European Crossing Sverige AB
Switzerland	GC Pan European Crossing Switzerland GmbH

<u>Country</u>	<u>Carrier(s)</u>
The United Kingdom	GT U.K. Ltd. GC Pan European Crossing UK Limited Global Crossing (UK) Telecommunications Limited (formerly known as Racal Telecommunications, Inc.) Frontel Communications Ltd.

- (j)(3) Global Crossing certifies that it does not seek to provide international telecommunications services to any destination country where any entity that owns more than 25 percent of Global Crossing, or that controls Global Crossing, controls a foreign carrier in that country.
- (j)(4) Global Crossing certifies that it does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Global Crossing and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Each foreign country named in (j)(1) above is a Member of the World Trade Organization. Furthermore, the market share of each affiliated foreign carrier of Global Crossing in the international transport and local access markets is significantly less than 50 percent. Therefore, Global Crossing's affiliated foreign carriers do not possess the market power to discriminate against unaffiliated U.S. carriers through control of bottleneck facilities in their respective countries or otherwise to affect competition adversely in the U.S. market.
- (l) Global Crossing may resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it has a subsidiary that is a foreign carrier. As described in (p) below, however, all of Global Crossing's subsidiaries are presumptively non-dominant as all lack 50 percent market share in the international transport and the local access markets on the foreign end of the route.
- (n) Global Crossing certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly from any foreign carrier, as defined in Section 63.09(d) of the Commission's Rules, 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, and will not enter into such agreements in the future.

(o) Global Crossing certifies that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Global Crossing Requests streamlined processing of this application pursuant to Section 63.12 of the Commission's Rules. Except as set forth in Sections (i) and (j) above, Global Crossing is not affiliated with a foreign carrier in any destination market that it intends to serve. Global Crossing is presumptively considered non-dominant for the provision of international telecommunications services to all countries except those countries in which Global Crossing has affiliates. 47 C.F.R. § 63.10(a)(1). Moreover, with respect to those countries where it has affiliates, Global Crossing qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3). Each of Global Crossing's affiliates and subsidiaries are located in a WTO Member Country. All of Global Crossing's foreign affiliates have substantially less than a 50 percent share of the international transport and local access markets in their respective countries, and thus they lack the market power to discriminate against unaffiliated U.S. carriers through control of bottleneck services or facilities in the destination country or otherwise to affect competition adversely in the U.S. market. Finally, Global Crossing is not affiliated with a dominant U.S. carrier whose international switched or private line services it seeks to resell. Accordingly, this Joint Application is eligible for streamlined processing for every destination market it intends to serve.⁵

⁵ See 47 C.F.R. §§ 63.10(a)(1), 63.10(a)(3), 63.10(a)(4), 63.12(a); *In re 1998 Biennial Regulatory Review -- Review of International Common Carrier Regulations*, Report and Order, FCC 99-51, IB Docket No. 98-118 (rel. Mar. 23, 1999), at 11 ¶ 22; *Foreign Participation Order*, 12 FCC Rcd. at 24032 ¶ 322; *Streamlining Order*, 11 FCC Rcd. at 12889 ¶ 12; 47 C.F.R. §§ 63.10, 63.12 (1998).

CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this application for consent to the indirect transfer of control of IEXN to Global Crossing.

Respectfully submitted,

**GLOBAL CROSSING LTD.
IPC COMMUNICATIONS, INC.**

By:



Helen E. Disenhaus
Troy F. Tanner
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Counsel for Global Crossing Ltd.

And on Behalf of

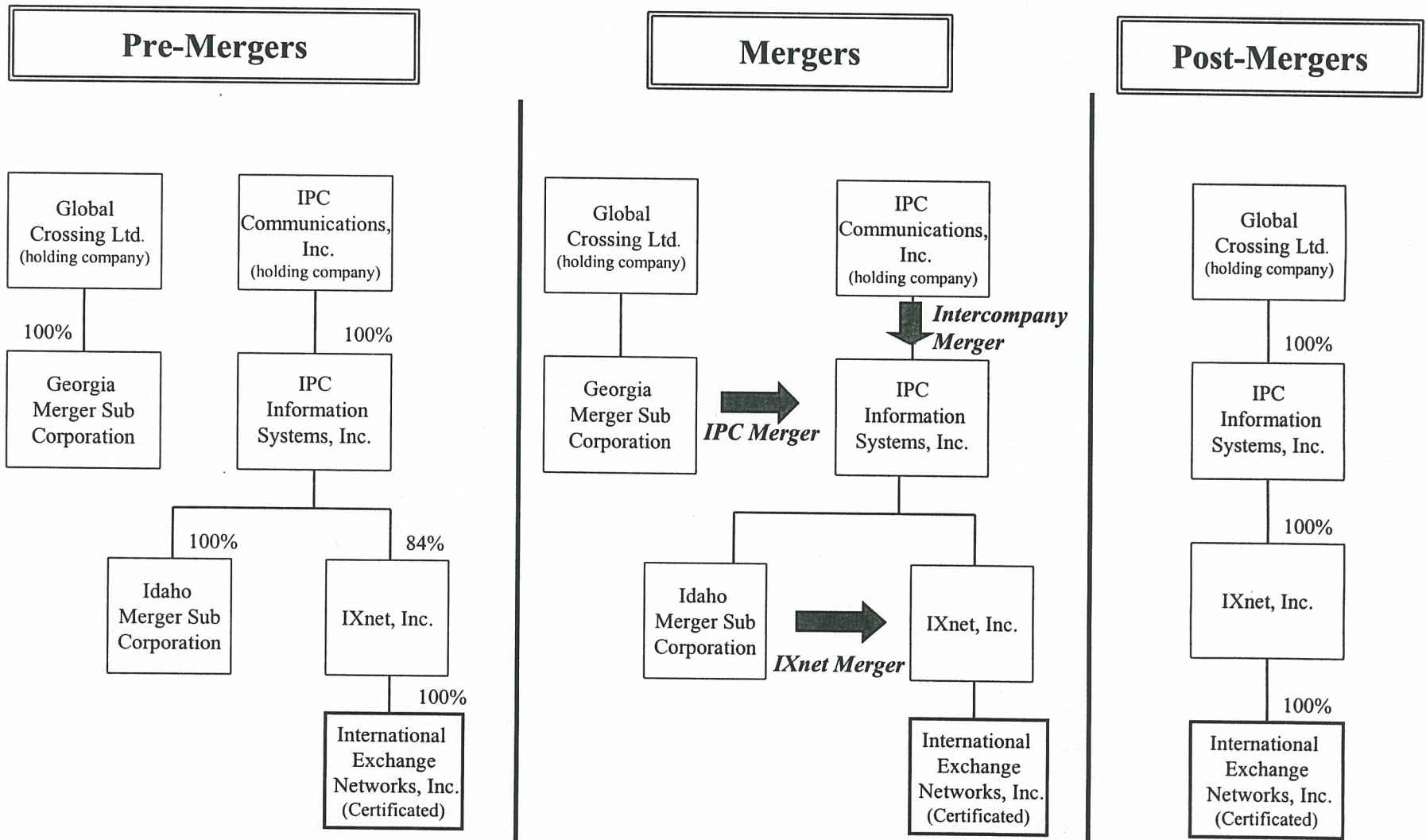
IPC Communications, Inc.

Dated: April 11, 2000.

EXHIBIT A

Illustrative Chart of Transfer of Control

Proposed Transfer of Control of International Exchange Networks, Inc. to Global Crossing Ltd.



The mergers will occur in the following order:
 (1) Intercompany Merger; (2) IPC Merger; (3) IXnet Merger

EXHIBIT B

Section 214 Authorizations Held by International Exchange Networks, Ltd.

International Exchange Networks, Ltd. currently holds the following authorizations under

Section 214 of the Act:

1. Holder: International Exchange Networks, Ltd.
 Effective Date: February 10, 1994
 File Number: ITC-93-319

2. Holder: International Exchange Networks, Ltd.
 Effective Date: June 7, 1996
 File Number: ITC-96-096

3. Holder: International Exchange Networks, Ltd.
 Effective Date: August 29, 1996
 File Number: ITC-96-383

4. Holder: Saturn Global Networks, Inc.
 Effective Date: November 22, 1996
 File Number: ITC-96-548
 File Number: ITC-T/C-19980810-00550 (eff. Oct. 2, 1998)

5. Holder: Saturn Global Networks, Inc.
 Effective Date: February 12, 1997
 File Number: ITC-97-003
 File Number: ITC-T/C-19980810-00550 (eff. Oct. 2, 1998)

The Commission approved the transfer of control of International Exchange Networks, Ltd. to Cable Systems Holding, LLC in FCC File No. ITC-T/C-19980318-00195 (old file number is ITC-98-223-TC) (eff. Apr. 24, 1998).

Section 214 Authorizations Held by Global Crossing Subsidiaries

Global Crossing subsidiaries currently hold the following Section 214 authorizations:

1. Holder: Global Crossing Holdings USA, Inc.
 Effective Date: June 4, 1999
 File Number: ITC-214-19990412-00202

2. Holder: Global Crossing Telecommunications, Inc.
 f/k/a Frontier Communications Services, Inc.
 Effective Date: August 9, 1985
 File Number: ITC-85-126

3. Holder: Global Crossing Telecommunications, Inc.
 f/k/a Frontier Communications Services, Inc.
 Effective Date: December 9, 1987
 File Number: ITC-87-179

4. Holder: Global Crossing Telecommunications, Inc.
 f/k/a Frontier Communications Services, Inc.
 Effective Date: September 23, 1988
 File Number: ITC-88-152

5. Holder: Global Crossing Telecommunications, Inc.
 f/k/a Frontier Communications Services, Inc.
 Effective Date: January 25, 1988
 File Number: ITC-88-013

6. Holder: Global Crossing Telecommunications, Inc.
 f/k/a Frontier Communications Services, Inc.
 Effective Date: October 27, 1989
 File Number: ITC-89-1113

7. Holder: Global Crossing Telecommunications, Inc.
 Effective Date: f/k/a Frontier Communications Services, Inc.
 June 14, 1995
 File Number: ITC-95-295
8. Holder: Global Crossing Telecommunications, Inc.
 Effective Date: f/k/a Frontier Communications Services, Inc.
 July 31, 1996
 File Number: ITC-96-285
9. Holder: Global Crossing Telecommunications, Inc.
 Effective Date: f/k/a Frontier Communications Services, Inc.
 August 8, 1996
 File Number: ITC-96-334
10. Holder: Global Crossing North American Networks, Inc.
 Effective Date: f/k/a Frontier Communications International, Inc.
 March 10, 1995
 File Number: ITC-94-381
11. Holder: Global Crossing North American Networks, Inc.
 Effective Date: f/k/a Frontier Communications International, Inc.
 September 2, 1994
 File Number: ITC-94-320
12. Holder: Global Crossing North American Networks, Inc.
 Effective Date: f/k/a Frontier Communications International, Inc.
 March 18, 1993
 File Number: ITC-91-077
13. Holder: Global Crossing North American Networks, Inc.
 Effective Date: f/k/a Frontier Communications International, Inc.
 August 9, 1993
 File Number: ITC-93-186

14. Holder: Global Crossing Bandwidth, Inc.
Effective Date: f/k/a Frontier Communications of the West, Inc.
October 8, 1991
File Number: ITC-91-193
15. Holder: Budget Call Long Distance, Inc.
Effective Date: January 5, 1994
File Number: ITC-94-031
16. Holder: Frontier Long Distance America, Inc.
Effective Date: December 10, 1992
File Number: ITC-92-262
17. Holder: Racal Telecommunications Inc.
Effective Date: September 12, 1997
File Number: ITC-97-434
File Number: ITC-T/C-19991021-00669 (eff. Nov. 26, 1999)
18. Holder: International Optical Networks, L.L.C.
Effective Date: July 3, 1998
File Number: ITC-98-384

EXHIBIT C

**Foreign Affiliation Notification of
International Exchange Networks, Ltd.**

**Foreign Affiliation Notification
of International Exchange Networks, Ltd.**

Pursuant to Section 63.11 of the Commission's Rules, 31 C.F.R. § 63.11 (1999), Global Crossing Ltd. ("Global Crossing") hereby submits information regarding the foreign affiliations resulting from the transfer of control of International Exchange Networks, Ltd. from IPC Communications, Inc. to Global Crossing.

Information regarding Global Crossing's proposed foreign affiliations is as follows:

- **Canada (WTO Member):** International Exchange Networks, Ltd. is authorized to provide international telecommunications services pursuant to its Class A license and to provide resold telecommunications services pursuant to its registration.
- **Japan (WTO Member):** IXnet (Japan) K.K. and IXnet Telecommunications are authorized to provide telecommunications services pursuant to a Special Type II License and a Type I License, respectively.
- **The United Kingdom (WTO Member):** IXnet UK Limited is authorized to provide public telecommunications pursuant to its PTO license.

Despite these proposed foreign affiliations, Global Crossing still qualifies for non-dominant classification for the reasons stated in Sections V.(f) and V.(p) of the attached Joint Application. Information regarding Global Crossing's interlocking officers and directors with foreign carriers and information regarding the entities that hold a ten percent (10%) or greater interest in Global Crossing is provided in Section V.(h) of the attached Joint Application.