

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: _____

10/21

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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WASHINGTON, DC 20007-5116
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405 LEXINGTON AVENUE
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REGMELDN JUN 09 2000

June 9, 2000

VIA COURIER

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

Re: Joint Application for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, To Transfer Control of Cignal Global Communications Carrier Services, Inc., an Authorized U.S. International Carrier, to Priority Telecom N.V.

Dear Sir or Madam:

On behalf of Cignal Global Communications Carrier Services, Inc. and Priority Telecom N.V. (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 by July 6, 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 Maria Cattafesta at (202) 424-7867.

Respectfully submitted,

Maria L. Cattafesta

Catherine Wang
Maria L. Cattafesta

Counsel for Cignal Global Communications Carrier
Services, Inc. and Priority Telecom N.V.

Enclosure

cc: Breck Blalock (FCC)
Justin O'Connor (FCC)
Margaret M. Charles
Troy F. Tanner

SPECIAL USE

FCC USE ONLY

1. LOCATOR # 358115

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Swidler Berlin Sherreff Friedman LLP

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

(4) STREET ADDRESS LINE NO. 1
3000 K Street, N.W.

(5) STREET ADDRESS LINE NO. 2
Suite 300

(6) CITY
Washington

(7) STATE
D.C.

(8) ZIP CODE
20007-5116

(9) DAYTIME TELEPHONE NUMBER (include area code)
(202) 424-7500

(10) COUNTRY CODE (if not 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)
Signal Global Communications Carrier Services, Inc.

(12) STREET ADDRESS LINE NO. 1
25 First Street

(14) STREET ADDRESS LINE NO. 2

(14) CITY
Cambridge

(7) STATE
MA

(8) ZIP CODE
02141

(17) DAYTIME TELEPHONE NUMBER (include area code)

(18) COUNTRY CODE (if not 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 \$780.00	FCC USE ONLY
	(20B) PAYMENT TYPE CODE (PTC)	(20C) PAYMENT TYPE CODE (PTC)			
(23A) FCC CODE 1	C	U T	1		

(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
(23B) FCC CODE 1	*	*	*	

(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
(23C) FCC CODE 1	*	*	*	

(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
(23D) FCC CODE 1	*	*	*	

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN	(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2										
	0	1	3	2	6	7	9	6	7	5	APPLICANT TIN
	0	1	3	2	6	7	9	6	7	5	0 4 - 3 4 2 6 1 7 8

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, Maria L. Cattafesta, 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 M. Cattafesta

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: _____ EXPIRATION DATE: _____

MASTERCARD: [.] [.] [.] [.] [.] [.] [.] [.] [.] [.]

VISA: [.] [.] [.] [.] [.] [.] [.] [.] [.] [.]

I hereby authorize the FCC to charge my VISA or MASTERCARD for the services described herein described.

AUTHORIZED SIGNATURE

DATE

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

In the Matter of

**SIGNAL GLOBAL COMMUNICATIONS
CARRIER SERVICES, INC.**

File No. ITC-T/C-2000-

And

PRIORITY TELECOM N.V.

Application for Authority Pursuant to
Section 214 of the Communications Act
of 1934, as Amended, to Transfer Control of
Signal Global Communications Carrier Services,
Inc., an Authorized U.S. International Carrier,
to Priority Telecom N.V.

JOINT APPLICATION FOR TRANSFER OF CONTROL

Signal Global Communications Carrier Services, Inc. (“Signal Carrier Services”) and Priority Telecom N.V. (“Priority Telecom”) (together, “the 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 (1999), hereby request approval to transfer control of Signal Carrier Services, a non-dominant U.S. carrier holding Section 214 authorization, to Priority Telecom.

Applicants respectfully request streamlined treatment of this application pursuant to Section 63.12 of the Commission’s Rules, 47 C.F.R. § 63.12 (1999). Signal Carrier Services is not a foreign carrier, and Priority Telecom is a non-dominant carrier authorized to provide basic telecommunications services in Sweden. In addition, the Applicants are affiliated with several foreign carriers that are non-dominant providers of telecommunications services in destination

countries. Therefore, the Applicants lack sufficient market power on the foreign end of these routes to affect competition adversely in the U.S. telecommunications market. Accordingly, given that the Applicants qualify for a presumption of non-dominance with respect to their foreign affiliates, pursuant to Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3) (1999), this application is eligible for streamlined processing, pursuant to Section 63.12(c)(1)(ii) of the Commission's Rules, 47 C.F.R. § 63.12 (c)(1)(ii) (1999).

I. THE PARTIES

A. Cignal Global Communications Carrier Services, Inc.

Cignal Carrier Services, a corporation organized under the laws of Delaware, is authorized to provide U.S. international service pursuant to its Section 214 authorization. Cignal Carrier Services is a wholly owned subsidiary of Cignal Global Communications, Inc. ("Cignal Global"), also a company incorporated under the laws of Delaware. Cignal Global, through its subsidiaries, is a rapidly growing carrier deploying an advanced global ATM/IP network that provides data, Internet and packetized voice services to telecommunications carriers, Internet Service Providers ("ISPs"), multimedia web content providers and e-commerce companies. Cignal Global's network extends to countries in Europe, Asia and the Americas.

B. Priority Telecom N.V.

Priority Telecom, a corporation organized under the laws of The Netherlands, packages voice and IP data services to business customers in selected European markets. Priority Telecom is a wholly owned subsidiary of United Pan-Europe Communications N.V. ("UPC"), a company for which American Depository Shares are quoted on the Nasdaq Stock Market under the symbol UPCOY. Priority Telecom has access to 12,000+ kms of fiber in selected European cities. UPC provides communications services in many European countries through its business lines: cable television, telephone, Internet/data services, direct-to-home services and programming.

II. DESCRIPTION OF THE TRANSACTION

Cignal Global and Priority Telecom have determined that they will realize significant economic and marketing efficiencies by establishing Cignal Carrier Services as a subsidiary of Priority Telecom. Specifically, Priority Telecom will acquire 100 percent of the stock of Cignal Global and Cignal Global shareholders will receive an approximate 16 percent interest in Priority Telecom N.V. in return. To effectuate the transaction, Priority Telecom N.V. will create a new acquisition subsidiary "Priority Acquisition Subsidiary," and Cignal Global will merge with and into Priority Acquisition Subsidiary. As the surviving corporation, Cignal Global will become a wholly owned, direct subsidiary of Priority Telecom. Cignal Carrier Services will remain a wholly owned, direct subsidiary of Cignal Global, but will become an indirect subsidiary of Priority Telecom. Applicants respectfully request expedited treatment of this joint application to permit them to consummate this proposed transfer of control by July 6, 2000.

III. PUBLIC INTEREST STATEMENT

Cignal Carrier Services and Priority Telecom have determined that the proposed merger will enable the two companies to enhance the range of services and choices available to their customers. Moreover, the synergies resulting from the transaction will promote operational and administrative efficiencies within each company. These enhancements and efficiencies will enable Cignal Carrier Services and Priority Telecom to compete more effectively in the telecommunications market to the ultimate benefit of consumers. Finally, the proposed transaction will be consummated in a seamless fashion, will be transparent to consumers and will not in any way inconvenience or cause harm to any of Cignal Carrier Services' customers.

IV. INFORMATION REQUIRED BY SECTION 63.18

(a) Name, address and telephone number:

Transferor: Cignal Global Communications Carrier Services, Inc.
25 First Street
Cambridge, MA 02141
Tel: (617) 588-8000

Transferee: Priority Telecom N.V.
Koningin Wilhelminaplein 2-4
1062 HK Amsterdam
The Netherlands
Tel: +33 (0) 20 7788 600

(b) Transferor: Cignal Carrier Services is organized under the laws of the State of Delaware.

Transferee: Priority Telecom is organized under the laws of The Netherlands.

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

Catherine Wang, Esq.
Maria L. Cattafesta, Esq.
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Tel: (202) 424-7867
Fax: (202) 424-7645

with a copies to:

Margaret M. Charles, Esq.
Vice President, Strategic Planning and General Counsel
Cignal Global Communications, Inc.
25 First Street
Cambridge, MA 02141
Tel: (617) 588-8050
Fax: (617) 588-8076

and

Neil Rafferty
Managing Director
Priority Telecom N.V.
Koningin Wilhelminaplein 2-4
1062 HK Amsterdam
The Netherlands
Tel: +31 20 77 88 662
Fax: +31 20 77 88 601

and

Anton M. Tuijten
General Counsel
United Pan-Europe Communications N.V.
Fred. Roeskestraat 123
P.O. Box 74763
1070 BT Amsterdam
The Netherlands
Tel: +31 20 77 89 840
Fax: +31 20 77 89 871

- (d) Transferor: Cignal Carrier Services is an authorized non-dominant international facilities-based carrier and reseller of international services pursuant to Section 214 of the Act. See File No. ITC-214-19980123-00035, FCC Public Notice Report No. I-8292 (rel. Mar. 19, 1998).

Transferee: Priority Telecom has not previously received authority under Section 214 of the Act.

- (e)(3) By this Application, Applicants seek authority to transfer control of Cignal Carrier Services, a non-dominant common carrier holding international Section 214 authority, to Priority Telecom.

- (f) Not applicable. This application for transfer of control is eligible for streamlined processing under Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12 (1999) as discussed in Section (j) below.

- (g) Not applicable.

(h) After completion of the transaction, the following persons or entities will hold a ten percent (10%) or greater ownership interest in **Signal Carrier Services**:

Name: Signal Global Communications, Inc.
Address: 25 First Street
Cambridge, MA 02141
Citizenship: Delaware (USA)
Percentage Owned: 100%
Principal Business: Telecommunications

After completion of the transaction, the following persons or entities will hold a ten percent (10%) or greater ownership interest in **Signal Global Communications, Inc.:**

Name: Priority Telecom N.V.
Address: Koningin Wilhelminaplein 2-4
1062 HK Amsterdam
The Netherlands
Percentage Held: 100%
Citizenship: The Netherlands
Principal Business: Telecommunications

After completion of the transaction, the following persons or entities will hold a ten percent (10%) or greater ownership interest in **Priority Telecom N.V.:**

Name: United Pan-Europe Communications N.V.
Address: Fred. Roeskestraat 123
1076 EE Amsterdam
The Netherlands
Percentage Held: Approximately 84%
Citizenship: The Netherlands
Principal Business: Communications

No other single entity holds a direct ten percent (10%) or greater ownership interest in Priority Telecom N.V.

After completion of the transaction, the following persons or entities will hold a ten percent (10%) or greater ownership interest in **United Pan-Europe Communications N.V.:**

Name: UnitedGlobalCom, Inc.
Address: 4643 South Ulster Street, Suite 1300
Denver, CO 80237
Percentage Held: 53.2%¹
Citizenship: Delaware (USA)
Principal Business: Broadband communications

After completion of the transaction, the following persons or entities will hold a ten percent (10%) or greater ownership interest in **UnitedGlobalCom, Inc.:**

Name: Liberty Media Corporation
Address: 9197 South Peoria Street
Englewood, CO
Percentage Held: 10.3%²
Citizenship: Delaware (USA)
Principal Business: Services-Motion Picture & Video Tape Production

After completion of the transaction, no single shareholder of Liberty Media Corporation, a publicly traded company, will hold an indirect ten percent (10%) or greater ownership interest in Priority Telecom N.V.

Priority Telecom has no interlocking officers or directors with foreign carriers to report, except as follows: United Pan-Europe Communications N.V. is the sole managing director of Priority Telecom. One or more of United Pan-Europe Communications N.V. and its officers and directors do or may from time to time serve as officers and directors of the foreign carriers reported on Exhibit A.

(i) Priority Telecom certifies it is a foreign carrier authorized to provide basic telecommunications service in Sweden. In addition, Priority Telecom certifies that it is affiliated with several non-dominant foreign carriers, as defined by the FCC's Rules. Exhibit A provides the countries in which Priority Telecom is affiliated with a foreign carrier.

(j) Priority Telecom certifies that it seeks to provide international telecommunications services to Sweden where it is a foreign carrier. In addition, Priority Telecom certifies that it seeks to provide international telecommunications services to several countries in which it has an affiliation with a foreign carrier, as described in Section 63.18(j) of the Commission's Rules, 47 C.F.R. § 63.18(j). Exhibit A of this Application lists Priority Telecom's foreign affiliates and the respective countries in which they operate.

¹ UPC is a publicly traded company. The percentage held by UnitedGlobalCom, Inc. in UPC is as of March 18, 2000 and is included in UPC's Annual Report on Form 10-K as filed with the Securities and Exchange Commission.

² The percentage held by Liberty Media Corporation in UnitedGlobalCom, Inc. is as of March 31, 2000 and is included in UnitedGlobalCom's Proxy Statement for the 2000 Annual Meeting as filed with the Securities and Exchange Commission.

- (k) The foreign carriers listed in Exhibit A of this Application are based in countries that are Members of the World Trade Organization (“WTO”).
- (l) Priority Telecom proposes to resell the international switched services of unaffiliated U.S. carriers for the purpose of providing international telecommunications services to the countries listed in Exhibit A.
- Priority Telecom should be classified as non-dominant pursuant to Section 63.10(a)(3) of the Commission’s Rules. Neither Priority Telecom nor any of Priority Telecom’s foreign affiliates listed in Exhibit A of this Application are included on the Commission’s *List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets*, released June 18, 1999. In addition, Priority Telecom and its foreign affiliates are small companies that are new market entrants offering services in competition with dominant foreign carriers and others. At this time, Priority Telecom and its foreign affiliates hold significantly less than a 50 percent market share in the international transport and local access markets in the countries in which they operate. Moreover, Priority Telecom and its foreign affiliates lack the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities to exercise market power in the countries in which they operate. Accordingly, Priority Telecom and its foreign affiliates listed in Exhibit A of this Application lack sufficient market power on any U.S.-international route to affect competition adversely in the U.S. market. Therefore, Priority Telecom should be presumptively classified as a non-dominant carrier on all international routes.
- (m) As described in Section (l) above, Priority Telecom qualifies for non-dominant treatment for the provision of all international telecommunications services on any U.S.-international route pursuant to Section 63.10 of the Commission’s Rules, 47 C.F.R. § 63.10 (1999).
- (n) Priority Telecom certifies that it has not 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 market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Priority Telecom certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission’s Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that no party to its application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Priority Telecom qualifies for streamlined processing pursuant to Section 63.12(c)(1)(ii) of the Commission’s Rules because, as set forth above in Section (l), Priority Telecom qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission’s Rules.

IV. CONCLUSION

For the reasons stated herein, Cignal Global Communications Carrier Services, Inc. and Priority Telecom N.V. respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application for consent of transfer of control of Cignal Global Communications Carrier Services, Inc. to Priority Telecom N.V. Applicants respectfully request expedited treatment of this joint application to permit them to consummate this proposed transfer of control by July 6, 2000.

Respectfully submitted,

By: 

Catherine Wang, Esq.
Maria L. Cattafesta, Esq.
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007
Tel: (202) 424-7867
Fax: (202) 424-7645

Counsel for

**CIGNAL GLOBAL COMMUNICATIONS
CARRIER SERVICES, INC.**

and

PRIORITY TELECOM N.V.

Dated: June 9, 2000

336210.1

**CERTIFICATION OF
SIGNAL GLOBAL COMMUNICATIONS CARRIER SERVICES, INC.**

On behalf of Signal Global Communications Carrier Services, Inc., I hereby certify that the statements in the foregoing Application for Section 214 authority are true, complete, and correct to the best of my knowledge and are made in good faith.

By:



Name:

Margaret M. Charles

Title:

Vice President, Strategic Planning & General Counsel


Date:

5-24-08

**CERTIFICATION OF
PRIORITY TELECOM N.V.**

On behalf of Priority Telecom N.V., I hereby certify that the statements in the foregoing Application for Section 214 authority are true, complete, and correct to the best of my knowledge and are made in good faith.

By:



Name:

Michelle Keist

Title:

Attorney-in-fact

Date:

June 8, 2000 _____

EXHIBIT A

Foreign Affiliations of Priority Telecom N.V.

(1) THE NETHERLANDS

Telecom services:

13 licenses to provide public telecommunications services

Granted on: February 2, 1999

To: UPC Nederland N.V.

Registered office: Kabelweg 55, 1014 BA Amsterdam, The Netherlands

Legal entity: Naamloze vennootschap

Granted on: June 6, 1999

To: Uniport Communications B.V.

Registered office: Dr Holthoplan 15, 5652 XR Eindhoven, The Netherlands

Legal entity: Besloten vennootschap

Granted on: July 2, 1999

To: A2000 Holding N.V.

Registered office: Kabelweg 51, 1014 BA Amsterdam, The Netherlands

Legal entity: Naamloze vennootschap

Granted on: October 20, 1999

To: A2000 Hilversum B.V.

Registered office: Kabelweg 51, 1014 BA Amsterdam, the Netherlands

Legal entity: Besloten vennootschap

Granted on: October 20, 1999

To: Kabeltelevisie Amsterdam B.V.

Registered office: Willem de Zwijgerlaan 350, 1055 RD Amsterdam, Netherlands

Legal entity: Besloten vennootschap

Granted on: June 26, 1999

To: Cable Network Brabant Holding B.V.

Registered office: Fred. Roeskestraat 123, 1076 EE Amsterdam, The Netherlands

Legal entity: Besloten vennootschap

Granted on: March 9, 1999

To: N.V. TeleKabel

Registered office: Waterstraat 11, 6882 GA Velp

Legal entity: Naamloze vennootschap

Granted on: March 23, 2000
To: Gelevision Holding B.V.
Registered office: Bolwerksweg 35, 7202 AH Zutphen, The Netherlands
Legal entity: Besloten vennootschap

Granted on: September 9, 1999
To: UPC Haarlem B.V.
Registered office: Kabelweg 55, 1014 BA Amsterdam, The Netherlands
Legal entity: Besloten vennootschap

Granted on: July 2, 1999
To: Tebecai Netwerken B.V.
Registered office: Marspoortstraat 5-11, 7201 JA Zutphen, The Netherlands
Legal entity: Besloten vennootschap

Granted on: June 24, 1999
To: Tebecai Telecom B.V.
Registered office: Marspoortstraat 5-11, 7201 JA Zutphen, The Netherlands
Legal entity: Besloten vennootschap

Granted on: June 4, 1999
To: Eneco KabelTV& Telecom B.V.
Registered office: Rivum Quadrant 75, 2909 LC Cappelé a/d IJssel, The Netherlands
Legal entity: Besloten vennootschap

Granted on: September 9, 1999
To: UPC Haarlem B.V.
Registered office: Kabelweg 55, 1014 BA Amsterdam, The Netherlands
Legal entity: Besloten vennootschap

Telecom Network/Equipment:

8 licenses to provide public telecommunications network

Granted on: June 3, 1999
To: Eneco KabelTV& Telecom B.V..
Registered office: Rivum Quadrant 75, 2909 LC Cappelé a/d IJssel, The Netherlands
Legal entity: Besloten vennootschap

Granted on: February 12, 1999
To: N.V. TeleKabel
Registered office: Waterstraat 11, 6882 GA Velp
Legal entity: Naamloze vennootschap

Granted on: July 2, 1999
To: A2000 Holding N.V.
Registered office: Kabelweg 51, 1014 BA Amsterdam, The Netherlands
Legal entity: Naamloze vennootschap

Granted on: March 23, 2000
To: Gelrevison Holding B.V.
Registered office: Bolwerksweg 35, 7202 AH Zutphen, The Netherlands
Legal entity: Besloten vennootschap

Granted on: October 20, 1999
To: A2000 Hilversum B.V.
Registered office: Willem de Zwijgerlaan 350, 1055 RD Amsterdam, Netherlands
Legal entity: Besloten vennootschap

Granted on: October 20, 1999
To: Kabeltelevisie Amsterdam B.V.
Registered office: Willem de Zwijgerlaan 350, 1055 RD Amsterdam, Netherlands
Legal entity: Besloten vennootschap

Granted on: April 2, 1999
To: Cable Network Brabant Holding B.V.
Registered office: Fred. Roeskestraat 123, 1076 EE Amsterdam, The Netherlands
Legal entity: Besloten vennootschap

Granted on: September 9, 1999
To: UPC Haarlem B.V.
Registered office: Kabelweg 55, 1014 BA Amsterdam, The Netherlands
Legal entity: Besloten vennootschap

Leased Lines:

10 licenses to provide leased lines

Granted on: July 2, 1999
To: A2000 Holding N.V.
Registered office: Kabelweg 51, 1014 BA Amsterdam, The Netherlands
Legal entity: Naamloze vennootschap

Granted on: October 20, 1999
To: A2000 Hilversum B.V.
Registered office: Willem de Zwijgerlaan 350, 1055 RD Amsterdam, Netherlands
Legal entity: Besloten vennootschap

Granted on: October 5, 1999
To: Kabeltelevisie Amsterdam B.V.
Registered office: Willem de Zwijgerlaan 350, 1055 RD Amsterdam, Netherlands
Legal entity: Besloten vennootschap

Granted on: February 2, 1999
To: N.V. TeleKabel
Registered office: Waterstraat 11, 6882 GA Velp
Legal entity: Naamloze vennootschap

Granted on: January 25, 1999
To: Cable Network Brabant Holding B.V.
Registered office: Fred. Roeskestraat 123, 1076 EE Amsterdam, The Netherlands
Legal entity: Besloten vennootschap

Granted on: March 23, 2000
To: Gelrevisie Holding B.V.
Registered office: Bolwerksweg 35, 7202 AH Zutphen, The Netherlands
Legal entity: Besloten vennootschap

Granted on: September 9, 1999
To: UPC Haarlem B.V.
Registered office: Kabelweg 55, 1014 BA Amsterdam, The Netherlands
Legal entity: Besloten vennootschap

Granted on: July 2, 1999
To: Tebecai Netwerken B.V.
Registered office: Marspoortstraat 5-11, 7201 JA Zutphen, The Netherlands
Legal entity: Besloten vennootschap

Granted on: June 24, 1999
To: Tebecai Telecom B.V.
Registered office: Marspoortstraat 5-11, 7201 JA Zutphen, The Netherlands
Legal entity: Besloten vennootschap

Granted on: June 4, 1999
To: Eneco KabelTV& Telecom B.V.
Registered office: Rivium Quadrant 75, 2909 LC Cappelle a/d IJssel, The Netherlands
Legal entity: Besloten vennootschap

(2) AUSTRIA

Telephony services:

One license to offer public telephony services through a self-operated fixed telecommunications network and one license to offer leased lines through a self-operated fixed telecommunications network

Granted on: both licenses on March 9, 1998
To: TeleKabel Wien GmbH,
Registered office: Erlachgasse 116, 1100 Vienna, Austria
Legal entity: Gesellschaft mit beschränkter Haftung

(3) FRANCE

Telephony services, telecommunications network/equipment:

One national license to establish and exploit a public telecommunications network and to provide public telephony services

Granted on: June 17, 1998
To: UPC France SA (f/k/a Mediareseaux Marne S.A)
Registered office: 12 Rue Albert Einstein, 77420 Champs sur Marne
Legal entity: Société anonyme

(4) BELGIUM

Telecommunications network/equipment:

One license for the construction and exploitation of a public network

Granted on: January 22, 1999
To: UPC Belgium N.V. (f/k/a Radio Public N.V.)
Registered office: Avenue Chazal 140, 1030 Brussels, Belgium
Legal entity: Naamloze vennootschap

Telephony:

One license for providing voice telephony

Granted on: February 4, 2000
To: UPC Belgium N.V.
Registered office: Avenue Chazal 140, 1030 Brussels Belgium
Legal entity: Naamloze vennootschap

(5) SPAIN

Wireless Local Loop:

One license for Wireless Local Loop

Granted on: March 10, 2000

To: Banda Ancha SA

Registered office: Doctor Zamenhoff 22, Madrid Spain

Legal entity: Sociedad anónima

Telecommunications Network/Equipment:

One license to establish and exploit telecommunications network, render land line services, and lease lines to third parties

Granted on: December 28, 1999

To: Mundi Telecom SA

Registered office: Plaza Manuel Gomez Moreno 2, Edificio Alfredo Mahou, 28020 Madrid

Spain

Legal entity: Sociedad anónima

(6) NORWAY

Wireless Local Loop:

One national license for Wireless Local Loop

Granted on: March 27, 1998

To: UPC Norge AS

Registered office: Ensjoveien 7, 0655 Oslo, Norway

Legal entity: Private limited liability company

Telecommunications network/equipment:

One license for providing a telecommunications network and transmission capacity

Granted on: February 2, 1998

To: EITele Østfold A.S. (t/b/k/a UPC Østfold A.S.)

Registered office: Dikeveien 16, 1661 Rolvsøy, Fredrikstad, Norway

Legal entity: Private limited liability company

One license for point-to-multipoint communications

Granted on: March 7, 2000
To: EITele Østfold A.S. (t/b/k/a UPC Østfold A.S.)
Registered office: Dikeyveien 16, 1661 Rolvsøy, Fredrikstad, Norway
Legal entity: Private Limited Liability Company

One license for point-to-multipoint systems

Granted on: March 27, 1998
To: UPC Norway A.S.
Registered office: Ensjoveien 7, 0655 Oslo Norway
Legal entity: Public limited liability company

One license to install and operate radio telecommunications equipment

Granted on: August 4, 1998
To: EITele Østfold A.S. (t/b/a UPC Østfold A.S.)
Registered office: Dikeyveien 16, 1661 Rolvsøy, Fredrikstad, Norway
Legal entity: Private limited liability company

One license for providing telecommunications equipment

Granted on: August 4, 1998
To: EITele Østfold A.S. (t/b/a UPC Østfold A.S.)
Registered office: Dikeyveien 16, 1661 Rolvsøy, Fredrikstad, Norway
Legal entity: Private limited liability company

One license to install and operate a telecommunications network

Granted on: August 4, 1998
To: EITele Østfold A.S. (t/b/a UPC Østfold A.S.)
Registered office: Dikeyveien 16, 1661 Rolvsøy, Fredrikstad, Norway
Legal entity: Private limited liability company

(7) FINLAND

Wireless Local Loop:

Two licenses for seven regions for Wireless Local Loop

Granted on: May 1, 2000
To: Priority Wireless B.V.
Registered office: Kon. Wilheminaplein 2-4, 1062 HK Amsterdam, The Netherlands
Legal entity: Besloten Vennootschap

Granted on: April, 30, 2000
To: Priority Wireless B.V.
Registered office: Kon. Wilheminaplein 2-4, 1062 HK Amsterdam, The Netherlands
Legal entity: Besloten Vennootschap

(8) SWITZERLAND

Wireless Local Loop:

One national license for Wireless Local Loop

Granted on: May 31, 2000
To: UPC Switzerland AG
Legal entity: Corporation

One license for four regions for Wireless Local Loop

Granted on: May 31, 2000
To: UPC Switzerland AG
Legal entity: Corporation

(9) SWEDEN

Telephony Services:

One license to provide telephony services

Granted on: July 24, 1995
To: UPC Sverige AB
Registered office: M. Ladulasgaten 67, 11691 Stockholm Sweden
Legal entity: Limited liability company

(10) HUNGARY

Telephony Services:

One license to provide automatic telephone services, ISDN services

Granted on: March 30, 1994
To: Monor Telefon Tarsasag Rt.
Registered office: 2377, Orkeny, Kosuth L.u.2, Hungary
Legal entity: Company limited by shares

One license to provide voice (and Internet) over IP

Granted on: July 23, 1998
To: Monor Telefon Tarsasag Rt.
Registered office: 2377, Orkeny, Kossuth L.u.2. Hungary
Legal entity: Company limited by shares

One license to provide telefax and voice mail services

Granted on: October 27, 1998
To: Monor Telefon Tarsasag Rt.
Registered office: 2377, Orkeny, Kossuth L.u.2. Hungary
Legal entity: Company limited by shares

Leased Lines:

One license to provide public leased lines services

Granted on: October 27, 1998
To: Monor Telefon Tarsasag Rt.
Registered office: 2377, Orkeny, Kossuth L.u.2. Hungary
Legal entity: Company limited by shares

(11) CZECH REPUBLIC

Three licenses to provide telecommunications services have been granted to KabelPlus AS (a Czech joint stock company) including one for the city of Liberec, Czech Republic.

(12) SLOVAK REPUBLIC

Two MMDS licenses

Granted on: December 17, 1998
To: Kabel Plus Bratislava A.S.
Registered office: Stolarska 16, 836 01 Bratislava, Slovak Republic
Legal entity: Joint stock company

Granted on: June 26, 1997
To: Kabel Plus Banska Bystrica A.S.
Registered office: Zvolenska cesta 14, 974 01 Banska Bystrica, Slovak Republic
Legal entity: Joint stock company

(13) GERMANY

Telecommunications Services:

Two licenses to operate transmission channels to provide telecommunications services to the public.

Granted on: October 15, 1998

To: EWT Telecommunications GmbH

Registered office: Volkhartstrasse 4-6, 86152 Augsburg, Germany

Legal entity: Gesellschaft met beschränkter Haftung

Granted on: November 13, 1998

To: EWT Telecommunications GmbH

Registered office: Volkhartstrasse 4-6, 86152 Augsburg, Germany

Legal entity: Gesellschaft met beschränkter Haftung

One license to operate transmission channels to provide telecommunications services to the public.

To: PrimaCom AG.

Registered office: Hegelstrasse 61, 55122, Mainz Germany

Legal entity: Anonimen Gesellschaft

(14) NEW ZEALAND

Telstra Saturn Limited and Telstra NZ Limited are authorized to operate a telecommunications network and to provide telecommunications services.

(15) CHILE

Authorized to provide basic telephony services in the cities of Santiago and Valparaiso, Chile

Granted on: September 13, 1995

To: VTR Global Com S.A.

Registered office: Reyes Lavalle 3340, Las Condes, Santiago, Chile

Legal entity: Sociedad anónima

Authorized to provide basic telephony services in the cities of Arica, Iquique and Antofagasta, Chile

Granted on: June 1, 1998

To: VTR Global Com S.A.

Registered office: Reyes Lavalle 3340, Las Condes, Santiago, Chile

Legal entity: Sociedad anónima

Authorized to provide basic telephony services in the city of Concepción, Chile

Granted on:

October 22, 1999

To:

VTR Global Com S.A.

Registered office:

Reyes Lavalle 3340, Las Condes, Santiago, Chile

Legal entity:

Sociedad anónima