

# COUDERT BROTHERS

ATTORNEYS AT LAW

1 627 I STREET, N.W.  
WASHINGTON, D.C. 20006-4007  
TEL: (202) 775-5100  
FAX: (202) 775-1168  
URL: <http://www.coudert.com>

**NORTH AMERICA**  
NEW YORK, WASHINGTON, SAN FRANCISCO,  
LOS ANGELES, SAN JOSE, DENVER, MONTREAL,  
PALO ALTO

**EUROPE**  
PARIS, LONDON, BRUSSELS, MOSCOW, BERLIN,  
ST. PETERSBURG, FRANKFURT, ANTWERP, GENT,  
MILAN, MUNICH, BONN

**ASIA/PACIFIC**  
HONG KONG, SINGAPORE, BEIJING, SYDNEY, TOKYO,  
BANGKOK, JAKARTA, HANOI, ALMATY

RECEIVED

MAR 20 2001

Telecom Division  
International Bureau

**ASSOCIATED OFFICES**  
BUDAPEST  
MAGY ES TROGSANI  
UGVEDI IRDOA

MEXICO CITY  
ROS FERRER Y  
GUILLEN-LARENA S C

PRAGUE  
GISE AND  
PARTNER

March 12, 2001

Via Courier

STAMP AND RETURN

Magalie Roman Salas  
Secretary

Federal Communications Commission  
c/o Mellon Bank  
Three Mellon Bank Center  
525 William Penn Way, 27<sup>th</sup> Floor, Room 153-2713  
Pittsburgh, Pennsylvania 15259-0001

Re: Application for Authorization to Transfer Control of Equant U.S., Inc.

Dear Ms. Salas:

On behalf of Equant U.S., Inc. and Atlas Telecommunications S.A., please find enclosed for filing an original plus five copies of the Application for Transfer of Control of Equant U.S., Inc., a holder of Section 214 Authorization.

Also enclosed is a completed FCC Form 159, and a check, payable to the "Federal Communications Commission," in the amount of \$815.00 to cover the requisite filing fee.

Please file stamp and return the extra copy of this filing in the pre-addressed, stamped envelope provided for this purpose. Kindly direct any questions regarding this filing to the undersigned.

Sincerely,

*William K. Coulter*

William K. Coulter  
Elizabeth Holowinski  
Counsel for Atlas  
Telecommunications S.A.

Enclosures

RECEIVED

Before the  
FEDERAL COMMUNICATIONS COMMISSION MAR 20 2001  
Washington, D.C. 20554  
Telecom Division  
International Bureau

In the Matter of )  
 )  
 ) EQUANT U.S., Inc., )  
 ) Transferor )  
 ) and )  
 ) Streamlined )  
 ) EQUANT U.S., INC. )  
 ) )  
 ) ATLAS TELECOMMUNICATIONS S.A., )  
 ) Transferee )  
 ) )  
 ) )  
 ) Application for Authorization to Transfer )  
 ) Control of Equant U.S., Inc., a Holder of a )  
 ) Section 214 Authorization, to Atlas )  
 ) Telecommunications S.A. )  
 ) )

**STREAMLINED APPLICATION FOR TRANSFER OF CONTROL**

Equant U.S., Inc. (“Equant U.S.”) and Atlas Telecommunications S.A. (“Atlas”) (collectively, “Applicants”), hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Section 63.18 of the Commission’s Rules, 47 C.F.R. § 63.18, for the transfer of control of Equant U.S. to Atlas. Equant U.S., a holder of a Section 214 authorization, will retain its authorization after the transfer. Applicants also hereby request streamlined processing of this application.<sup>1</sup>

As more fully described below, Atlas, a wholly owned subsidiary of France Télécom S.A. (“France Télécom”), will acquire a controlling interest in Equant N.V., the parent

<sup>1</sup> Equant U.S. does not hold any Title III authorizations. As such, the Applicants do not seek Commission approval for any transfer of control and/or assignment of Title III authorizations pursuant to Section 310 of the Act, 47 U.S.C. § 310.

company of Equant U.S., in return for contributing shares of the Global One Affiliates,<sup>2</sup> wholly owned subsidiaries of France Télécom, to Equant N.V. Following the acquisition of the Global One Affiliates by Equant N.V., the Global One Affiliates will be wholly owned subsidiaries of Equant N.V.

Upon consummation of this transaction, Global One Communications L.L.C. (“Global One L.L.C.”), a holder of Section 214 authorizations, will cease to operate as a common carrier and intends to assign its Section 214 authorizations to Equant U.S. Because Atlas will retain control of Global One L.L.C. at consummation of the proposed transaction, the assignment of licenses from Global One L.L.C. to Equant U.S. is a *pro forma* assignment for which no prior Commission authorization is required under Section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24. As such, within 30 days of consummation of this transaction, Global One L.L.C. will notify the Commission of the *pro forma* assignment of its Section 214 authorizations to Equant U.S.

Approval of the transfer of control will permit Applicants to realize significant economic and marketing efficiencies that will enhance their ability to continue to provide high-quality, low-cost international telecommunications services and to compete more effectively in the international marketplace. Accordingly, grant of this application will benefit the public interest.

---

<sup>2</sup> The Global One Affiliates consist of over 80 separate affiliated companies that operate around the world (“Global One Affiliates”). A list of the Global One Affiliates which are authorized to provide telecommunications services is contained in Exhibit 1, at pp. 1-3.

Equant U.S. agrees to modify its Section 214 authorization to conform with the authority granted to Global One L.L.C.<sup>3</sup> In particular, Equant U.S. agrees to accept dominant carrier classification on certain routes (without prejudice to Equant U.S.'s right to petition for reclassification at a later date), to provide international switched service solely through the resale of unaffiliated U.S. facilities-based carriers' services on certain routes, and to cease providing international common carrier service to Equatorial Guinea and Vanuatu.<sup>4</sup>

## I. THE TRANSACTION

On November 19, 2000, Equant N.V., Atlas and France Télécom, entered into a Contribution Agreement Relating to Global One ("Contribution Agreement") whereby Atlas will obtain a specific number of newly issued shares of Equant N.V. common stock and shares of convertible stock ("preferred shares"). In consideration for the newly issued shares of Equant N.V. common stock, Equant N.V. will receive from France Télécom, through an acquisition of voting securities of the Global One Affiliates, the corporate data services business of the Global One Affiliates. In consideration for the newly issued Equant N.V. preferred shares, Equant N.V. will receive from France Télécom a cash payment, and a loan from France Télécom to the Global One Affiliates.

Further, under the Share Purchase Agreement between Stichting "The SITA Foundation" ("Foundation") and France Télécom, dated November 19, 2000, France

---

<sup>3</sup> See *infra* at n.5.

<sup>4</sup> Pursuant to Section 63.11 of the Commission's Rules, 47 C.F.R. § 63.11, Equant and France Télécom's Section 214 authorized U.S. subsidiaries, FT Networks, Inc. and Global One L.L.C., intend to file foreign carrier affiliation notifications with the Commission to disclose the foreign carrier affiliations which will occur as a result of the proposed transaction.

Télécom will obtain the Equant N.V. shares held by the Foundation in exchange for France Télécom shares.

As a result of the transaction contemplated by the agreements described above, Atlas will hold 54.3% of the voting securities of Equant N.V.

Atlas is a holding company that indirectly owns 100% of the shares of the Global One Affiliates. Atlas does not hold any Section 214 authorizations. Atlas is wholly owned by Compagnie Générale des Communications S.A. (“Cogécom”), a holding company incorporated in France. Cogécom is 100% owned by France Télécom, a French telecommunications company. Cogécom does not hold any Section 214 authorizations.

Certain services provided by the Global One Affiliates are excluded from the transaction, including switched voice services. These services will be transferred to France Télécom and provided by one of its duly authorized subsidiaries.

## **II. PUBLIC INTEREST CONSIDERATIONS**

Consummation of the proposed transaction will serve the public interest in allowing Applicants to strengthen their competitive positions by combining their financial resources as well as complementary services, facilities, and expertise. The proposed transaction will allow the combined companies to offer a broader array of new products and services to customers throughout the United States, and to grow as a competitor in the global marketplace. In this rapidly changing environment, it is critical for any telecommunications services provider to ensure that it has the technological, financial, human, and other resources to meet the challenges and opportunities that ever-increasing competition creates. For these reasons, the transaction will enhance competition in the global services market by bringing together assets and capabilities that are largely complementary. Accordingly, the

Télécom will obtain the Equant N.V. shares held by the Foundation in exchange for France Télécom shares.

As a result of the transaction contemplated by the agreements described above, Atlas will hold 54.3% of the voting securities of Equant N.V.

Atlas is a holding company that indirectly owns 100% of the shares of the Global One Affiliates. Atlas does not hold any Section 214 authorizations. Atlas is wholly owned by Compagnie Générale des Communications S.A. (“Cogécom”), a holding company incorporated in France. Cogécom is 100% owned by France Télécom, a French telecommunications company. Cogécom does not hold any Section 214 authorizations.

Certain services provided by the Global One Affiliates are excluded from the transaction, including switched voice services. These services will be transferred to France Télécom and provided by one of its duly authorized subsidiaries.

## II. PUBLIC INTEREST CONSIDERATIONS

Consummation of the proposed transaction will serve the public interest in allowing Applicants to strengthen their competitive positions by combining their financial resources as well as complementary services, facilities, and expertise. The proposed transaction will allow the combined companies to offer a broader array of new products and services to customers throughout the United States, and to grow as a competitor in the global marketplace. In this rapidly changing environment, it is critical for any telecommunications services provider to ensure that it has the technological, financial, human, and other resources to meet the challenges and opportunities that ever-increasing competition creates. For these reasons, the transaction will enhance competition in the global services market by bringing together assets and capabilities that are largely complementary. Accordingly, the

proposed transaction will benefit the public interest by enlarging the ability of the Applicants to offer a full range of competitively priced services, thereby further invigorating competition in the United States.

### III. SECTION 63.18 INFORMATION

In support of Applicants' request for authorization, the following information is submitted pursuant to Section 63.18 of the Commission's Rules:

- (a) The name, address and telephone number of the transferee is:

Atlas Telecommunications S.A.  
c/o France Telecom North America  
1717 K Street, N.W.  
Suite 507  
Washington, D.C. 20006  
Telephone: (202) 822-2100  
Attn: Danielle Aguto

The name, address and telephone number of the transferor is:

Equant U.S., Inc.  
400 Galleria Parkway  
Atlanta, GA 30339  
Telephone: (678) 346-3000  
Attn: Legal Department

(b) Atlas is a corporation organized under the laws of Belgium. Equant U.S. is a corporation incorporated under the laws of the State of Delaware.

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

If to Equant:

Equant U.S., Inc.  
400 Galleria Parkway  
Atlanta, GA 30339  
Attn: Legal Department  
Telephone: (678) 346-3000

proposed transaction will benefit the public interest by enlarging the ability of the Applicants to offer a full range of competitively priced services, thereby further invigorating competition in the United States.

### III. SECTION 63.18 INFORMATION

In support of Applicants' request for authorization, the following information is submitted pursuant to Section 63.18 of the Commission's Rules:

- (a) The name, address and telephone number of the transferee is:
- Atlas Telecommunications S.A.  
c/o France Telecom North America  
1717 K Street, N.W.  
Suite 507  
Washington, D.C. 20006  
Telephone: (202) 822-2100  
Attn: Danielle Aguto

The name, address and telephone number of the transferor is:

Equant U.S., Inc.  
400 Galleria Parkway  
Atlanta, GA 30339  
Telephone: (678) 346-3000  
Attn: Legal Department

(b) Atlas is a corporation organized under the laws of Belgium. Equant U.S. is a corporation incorporated under the laws of the State of Delaware.

(c) Correspondence concerning this Application should be sent:

If to Equant:

Equant U.S., Inc.  
400 Galleria Parkway  
Atlanta, GA 30339  
Attn: Legal Department  
Telephone: (678) 346-3000



with a copy to:

John Taylor  
Equant  
Bejeman Place  
215-217 Bath Road  
Slough, Berkshire SL1 4AA  
United Kingdom  
Telephone: (44) 208 321 4000

and

David A. Nall  
Stephen J. Duall  
Squire, Sanders & Dempsey L.L.P.  
1201 Pennsylvania Avenue, NW  
P.O. Box 407  
Washington, D.C. 20044-0407  
Telephone: (202) 626-6600

If to Atlas:

Atlas Telecommunications S.A.  
c/o France Telecom North America  
1717 K Street, N.W.  
Suite 507  
Washington, D.C. 20006  
Telephone: (202) 822-2100  
Attn: Danielle Aguto

with a copy to:

William K. Coulter  
Elizabeth Holowinski  
Coudert Brothers  
1627 I Street, N.W., Suite 1200  
Washington, D.C. 20006  
Telephone: (202) 775-5100

(d) Atlas holds no prior Section 214 authorizations, but indirectly controls Section 214 authorizations through its wholly owned subsidiary, Global One L.L.C. Global One L.L.C. has three (3) Section 214 authorizations to provide both facilities-based and

resold telecommunications services.<sup>5</sup>

Equant has authority under Section 214 of the Act to provide facilities-based and resold international telecommunications services.<sup>6</sup>

(e) Pursuant to Section 63.18(e)(3) of the Commission's Rules, 47 C.F.R. § 63.18(e)(3), Atlas requests authority to acquire control of Equant U.S., which is an entity holding an international Section 214 authorization.

(f) This Application is subject to streamlined processing under Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12.

(g) This Application is for a transfer of control of Section 214 authorization. Therefore, the environmental processing requirements are not applicable.<sup>7</sup>

---

<sup>5</sup> See *In Re* International Authorizations Granted, *Public Notice*, DA 00-1253, File Nos. ITC-214-20000510-00296, ITC-214-20000510-00297, and ITC-214-20000510-00298 (June 7, 2000). Global One L.L.C. is classified as a dominant carrier on the routes between the U.S. and France, Argentina, Jordan, Mauritius, and Poland. *Id.*; see also Joint Foreign Carrier Affiliation Notification of FT Networks L.L.C. and Global One Communications L.L.C., dated Nov. 9, 2000; Letter of Danielle Aguto to Magalie Roman Salas, dated Nov. 9, 2000; Joint Foreign Carrier Affiliation Notification of FT Networks L.L.C. and Global One Communications L.L.C., dated Dec. 22, 2000; and Foreign Carrier Affiliation Notification of Global One Communications L.L.C., dated February 12, 2001. Global One L.L.C. has also agreed to provide international switched services solely through the resale of unaffiliated U.S. facilities-based carriers' services on the routes between the U.S. and the Central African Republic, Chad, Côte d'Ivoire, Djibouti, El Salvador, French Guiana, French Polynesia, Guadeloupe, Madagascar, Martinique, Mayotte, Reunion Island, New Caledonia, Saint Pierre and Miquelon, Senegal and Wallis and Futuna. *Id.*

<sup>6</sup> See *In Re* Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, DA 98-862, File No. ITC-214-19980317-00193 (May 1, 1998). See also *In Re* Overseas Common Carrier Section 214 Applications Accepted for Filing, *Public Notice*, Report No. TEL-00361S, File No. ITC-T/C-20010215-00093 (Mar. 2, 2001).

<sup>7</sup> See 47 C.F.R. § 1.1306.

(h) Atlas submits the following information concerning its ten percent or greater direct and indirect shareholder or other equity holders. Atlas is wholly owned by Cogécom, which is wholly owned by France Télécom. France Télécom is a publicly traded company on the New York Stock Exchange and the Paris Stock Exchange. The only 10% or greater shareholder of France Télécom is the French State.

<u>Name</u>	<u>Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cogécom	6, place d'Alleray 75015 Paris France	French	Holding Company
France Télécom S.A.	6, place d'Alleray 75015 Paris France	French	Telecommunications

(i) Atlas certifies that it is affiliated with entities that may be considered foreign carriers as described in Exhibit 1.

(j) Atlas and Equant certify that they seek to provide international telecommunications services to destination countries where France Télécom may control foreign carriers, as indicated in Exhibit 2. Atlas and Equant do not seek authorization to provide services to Equatorial Guinea or Vanuatu.

(k) Atlas is affiliated with carriers in several of the applied-for countries, as indicated in Exhibit 1. Most of these countries are WTO members. For those countries listed in Exhibit 2 that are not WTO members, Atlas is affiliated with only non-dominant carriers. See Exhibits 1 and 2.

(l) Atlas and Equant U.S. state that they will comply with the requirement to file the applicable quarterly reports under Section 43.61(c) of the Commission's Rules, 47 C.F.R. § 43.61(c).

(m) Atlas and Equant U.S. hereby agree to be classified as dominant, pursuant to Section 63.10(a)(2), 47 C.F.R. § 63.10(a)(2), on the international routes between the United States and France, Argentina, Jordan, Poland, and Mauritius, without prejudice to their right to petition for reclassification at a later date.

Further, pursuant to Section 63.10(a)(4) of the Commission's Rules, 47 C.F.R. § 63.10(a)(4), Atlas and Equant agree to provide international switched service solely through the resale of unaffiliated U.S. facilities-based carriers' services on the routes between the U.S. and the Central African Republic, Chad, Côte d'Ivoire, Djibouti, El Salvador, French Guiana, French Polynesia, Guadeloupe, Madagascar, Martinique, Mayotte, Reunion Island, New Caledonia, Saint Pierre and Miquelon, Senegal, and Wallis and Futuna. In all other destination countries, Atlas and Equant are either not affiliated with a foreign carrier, or the affiliated foreign carrier lacks market power pursuant to Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3).

(n) Atlas and Equant U.S. certify that they have 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 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) Atlas and Equant certify 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, 21 U.S.C. § 862.

(p) Applicants request streamlined processing of this Application under Section 63.12 of the Commission's Rules.

Atlas and Equant U.S. have agreed to be classified and treated as dominant, pursuant to Section 63.10(a)(2) of the Commission's Rules, on the international routes between the United States and France, Argentina, Jordan, Poland, and Mauritius, without prejudice to their right to petition for reclassification at a later date. Further, Atlas and Equant U.S. agree to provide international switched service solely through the resale of unaffiliated U.S. facilities-based carriers' services on the routes between the U.S. and the Central African Republic, Chad, Côte d'Ivoire, Djibouti, El Salvador, French Guiana, French Polynesia, Guadeloupe, Madagascar, Martinique, Mayotte, Reunion Island, New Caledonia, Saint Pierre and Miquelon, Senegal, and Wallis and Futuna pursuant to Section 63.10(a)(4) of the Commission's Rules. In all other destination countries, Atlas and Equant U.S. are either not affiliated with a foreign carrier, or the affiliated foreign carrier lacks market power pursuant to Section 63.10(a)(3) of the Commission's Rules. Thus, the instant application qualifies for streamlined processing under Section 63.12 of the Commission's Rules.

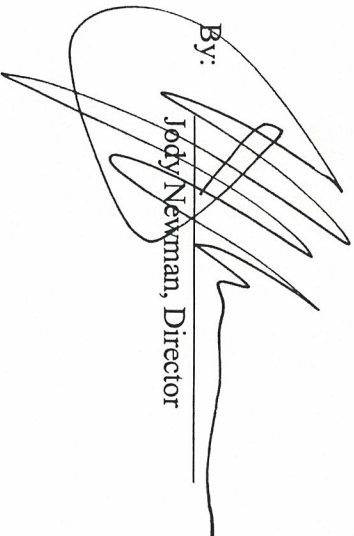
**IV. CONCLUSION**

For the reasons stated herein, Equant U.S. and Atlas respectfully submit that the public interest, convenience, and necessity would be served by a grant of this Section 214 Application pursuant to the Commission's streamlined processing procedures.

Respectfully submitted,

EQUANT U.S., INC.

ATLAS TELECOMMUNICATIONS S.A.

By:  \_\_\_\_\_  
Jody Newman, Director

By: \_\_\_\_\_

Date: *10 March 01*

**IV. CONCLUSION**

For the reasons stated herein, Equant U.S. and Atlas respectfully submit that the public interest, convenience, and necessity would be served by a grant of this Section 214 Application pursuant to the Commission's streamlined processing procedures.

Respectfully submitted,

EQUANT U.S., INC.

ATLAS TELECOMMUNICATIONS S.A.

By: Jody Newman, Director

By:   
Philippe McAllister, Director

Date: 3/12/01

## LIST OF AFFILIATES

## I. Affiliations Through Global One

The following are direct foreign carrier affiliates of Global One L.L.C. None of the Global One foreign carrier affiliates have market power as each is a new entrant and has a share of less than 5% in the relevant markets. The Commission has found these entities to be without market power. *See In Re* International Authorizations Granted, *Public Notice*, DA 00-1253, File Nos. ITC-214-20000510-00296, 00297 and 00298 (June 7, 2000). *See also* Foreign Carrier Affiliation Notifications of Global One L.L.C.

COUNTRY	SUBSIDIARY	MARKET POWER
Argentina	Global One Communications, S.A.	NO
Australia	Global One Communications, Pty. Limited	NO
Austria	Global One Telekommunikationsdienste, GmbH	NO
Belgium	Global One Communications, NV	NO
Brazil	Global One Comunicacoes, Ltda.	NO
Bulgaria	Global One Communications and Information Services, Ltd.	NO
Canada	Global One Communications, Inc.	NO
Chile	Global One Communications, S.A.	NO
China (People's Republic)	Global One Telecommunications (Beijing) Co., Ltd. (WFOE)	NO
Colombia	Global One Communications, S.A.	NO
Cyprus	Global One Communications, Limited	NO
Czech Republic	Global One Communications, s.r.o.	NO
Denmark	Global One Communications, A/S	NO
Egypt	Global Communications Egypt	NO
El Salvador	Global One Communications, S.A. de C.V.	NO
Finland	Global One Communications, OY	NO
France	Global One Communications, S.A.	NO
Germany	Global One Telekommunikationsdienste GmbH	NO
Greece	Global One Communications Hellas S.A.	NO
Guatemala	Global One Communications, S.A.	NO
Hong Kong	Global One Communications, Limited (Sprint)	NO



## EXHIBIT 1

## LIST OF AFFILIATES

## I. Affiliations Through Global One

COUNTRY	SUBSIDIARY	MARKET POWER
Hungary	Global One Telecommunications Services Kft.	NO
India	Sprint RPG India Ltd. (SRIL) d/b/a Global One Communications RPG, Ltd.	NO
Ireland	Global One Communications, Limited	NO
Italy	Global One Communications, S.p.A.	NO
Japan	Global One Communications, Inc. Global One Communications Network Inc.	NO
Luxembourg	Global One Communications, S.A.	NO
Mexico	Global One Communications Trading, S.A. de C.V.	NO
New Zealand	Global One Communications Limited	NO
Norway	Global One Communications, AS	NO
Panama	Global One Communications, Inc.	NO
Peru	Global One Communications, S.A.	NO
Poland	Global One Communications, Sp.zo.o	NO
Portugal	Global One Comunicacoes, Limitada	NO
Romania	Global One Communications Romania S.A.	NO
Russia	Global One Global One Networks Sprint Networks	NO
Singapore	Global One Communications, Pte. Ltd. (Sprint)	NO
South Africa	Global One Communications Technical Operation and Management Services Company	NO
South Korea	Global One Communications, Inc.	NO
Spain	Global One Communications Service, S.A.	NO
Sweden	Global One Services, Aktiebolag (A.B.)	NO
Switzerland	Global One Communications Service, S.A.	NO
Taiwan	Global One	NO
Turkey	Global One Telekomunkasyon, Limited Sirketi	NO

## LIST OF AFFILIATES

## I. Affiliations Through Global One

COUNTRY	SUBSIDIARY	MARKET POWER
United Kingdom	Global One Communications Ltd. Global One Communications Holding Ltd.	NO
Venezuela	Global One Telecomunicaciones, S.A.	NO

## LIST OF AFFILIATES

## II. Affiliations Through France Télécom and Orange

The following are foreign carrier affiliates of France Télécom S.A. and Orange S.A. Except where noted, the Commission has found these entities to be without market power. *See In Re International Authorizations Granted, Public Notice*, DA 00-11, File Nos. ITC-214-19991215-00782, 00783, 00784 (January 6, 2000). *See also* Foreign Carrier Affiliation Notifications of FT Networks L.L.C. Applicants do not seek reclassification of any of these determinations at this time.

COUNTRY	CARRIERS	MARKET POWER
<b>EUROPE</b>		
Belgium	Mobistar	NO
	Mobistar Corporate Solutions Viafax Belgium	
Denmark	Mobilix	NO
France	France Télécom - (and all the French subsidiaries of France Télécom)	<b>YES</b>
	Hutchison Telecommunications S.A.	NO
Germany	MobilCom Hutchison Telecom Services GmbH	NO
Italy	Wind Telecomunicazioni	NO
Moldova	Voxtel	NO
Netherlands	Casema	NO
	Dutch Tone	
Poland	Telekomunikacja Polska S.A. (TP S.A.)	<b>YES</b>
	PTK Centertel	NO
Portugal	Novis	NO
	Optimus	
Romania	MobilRom	NO
Slovakia	Globtel GSM a.s.	NO
Spain	Unif2	NO
	Via Solutions Catalana de Telecomunicacions Societat Operadora de Xarxes, S.A.	

## LIST OF AFFILIATES

## II. Affiliations Through France Télécom and Orange

EUROPE		
Sweden	Orange Sverige AS	NO
Switzerland	Orange Communications S.A.	NO
United Kingdom	Metroholdings	NO
	Orange Personal Communications Services Ltd.	
	Orange 3G Ltd. Hutchison Euromessage Ltd.	
AFRICA/MIDDLE EAST/ASIA		
Botswana	Vista Cellular	NO
Cameroon	Société Camérounaise de Mobiles	NO
Central African Republic	Socatel	YES
Chad	Société de Télécommunications Internationales du Tchad	YES
Côte d'Ivoire	Côte d'Ivoire Telecom Société Ivoirienne de Mobiles	YES
Djibouti	Société des Télécommunications Internationales de Djibouti	YES
Egypt	Menatel Egyptian Company for Mobile Services	NO
Equatorial Guinea	Sociedad Anonima de Telecomunicaciones de Republica de Guinea Ecuatorial Ecuator	YES
Jordan	Jordanian Telecom Company	YES
	Petra Jordanian Mobiles Telecommunications Company (Mobilcom)	NO
Lebanon	France Telecom Mobiles Liban (Cellis)	NO
Madagascar	Telecom Malagasy	YES
	Data Telecom Service Societe Malgache de Mobiles	
Mauritius	Mauritius Telecom Ltd. (and its subsidiaries)	YES

## LIST OF AFFILIATES

## II. Affiliations Through France Télécom and Orange

AFRICA/MIDDLE EAST/ASIA		
Reunion Island	France Télécom and Société Malgache de Mobiles	YES
Senegal	Société Nationale des Télécommunications (Sonatel)	YES
ASIA & OCEANIA		
French Polynesia	France Câbles et Radio	YES
India	BPL Mobile	NO
Indonesia	Pramindo Ikat Nusantara	NO
New Caledonia	France Câbles et Radio Offratel	YES
Thailand	Wireless Communications Services Company Ltd. (WCS)	NO
Vanuatu	Telecom Vanuatu Limited	YES
Wallis and Futuna	France Câbles et Radio	YES
SOUTH/CENTRAL AMERICA		
Argentina	Telecom Argentina STET – France Télécom S.A. (and its subsidiaries in Argentina)	YES
Brazil	Intelig	NO
Dominican Republic	France Télécom Dominicana	NO
El Salvador	Compania de Telecomunicaciones de El Salvador (CTE) Telecom Personal Salvador	YES
French Guiana	France Caraïbes Mobiles France Télécom S.A.	YES
Guadeloupe	France Caraïbes Mobiles France Télécom S.A.	YES
Martinique	France Caraïbes Mobiles France Télécom S.A.	YES
Mayotte	Frances Câbles et Radio	YES
Paraguay	Nucléo S.A. (Telecom Personal Paraguay)	NO

LIST OF AFFILIATES

II. Affiliations Through France Télécom and Orange

SOUTH/CENTRAL AMERICA		
St. Pierre and Miquelon	Frances Câbles et Radio	YES

## LIST OF AFFILIATES

## III. Affiliations Through TESAM

France Telecom S.A. owns 51% of the “Telecommunications par Satellites Mobiles” (“TESAM”), incorporated in France, which owns approximately 3.32% (undiluted) (and 2.7% fully diluted) of Globalstar L.P., a company with headquarters in San Jose, CA, U.S.A. and which has successfully launched mobile satellite voice calling, short messaging, roaming, positioning, facsimile, and data transmission services around the world in early 2000. TESAM has been granted the right to act as the exclusive Globalstar service provider in the 33 countries listed below. Globalstar is still in the early stages of providing these services, and thus TESAM has no market power. For information, the following is a list of the countries where TESAM markets and distributes Globalstar services:

Andorra	Argentina	Belgium	Bolivia
Chile	Colombia	Côte d'Ivoire	Czech Republic
Ecuador	Egypt	France	French Guiana
Gibraltar	Guadeloupe	Guyana	Lebanon
Luxembourg	Martinique	Monaco	Morocco
Netherlands	Paraguay	Peru	Poland
Portugal	Senegal	Spain	Suriname
Tunisia	Turkey	Uruguay	Venezuela
Vietnam			

## LIST OF AFFILIATES

## IV. Affiliations Through GlobeCast

GlobeCast, a division of France Telecom S.A., provides in France and, via subsidiaries in other countries listed below, transmission and production services for video, audio, business, television. Its customers are mostly broadcasters, and due to the highly customized products and the limited number of customers, it provides services on a private carriage basis in the United States and in most other circumstances. Nonetheless, for information, the following table identifies the countries where GlobeCast and its subsidiaries are based, although some services may be provided in third countries.

COUNTRY OF OPERATION	COMPANY NAME	MARKET POWER
Switzerland	DCP TV	NO
France	France Telecom Reportages GlobeCast, a division of France Télécom S.A.	NO
Singapore	GlobeCast Asia	NO
Spain	GlobeCast España	NO
Italy	GlobeCast Italia	NO
United States	GlobeCast North America Incorporated	NO
United Kingdom	GlobeCast Northern Europe	NO
Netherlands	NewsForce BV	NO

GlobeCast and its subsidiaries do not have more than 50% of the international transport and the local access markets in their respective countries.



## LIST OF COUNTRIES

Andorra	Lebanon
Argentina	Luxembourg
Australia	Madagascar
Austria	Martinique
Belgium	Mauritius
Bolivia	Mayotte
Botswana	Mexico
Brazil	Moldova
Bulgaria	Monaco
Cameroon	Morocco
Canada	Netherlands
Central African Republic	New Caledonia
Chad	New Zealand
Chile	Norway
China (People's Republic)	Panama
Colombia	Paraguay
Côte d'Ivoire	Peru
Cyprus	Poland
Czech Republic	Portugal
Denmark	Reunion Island
Djibouti	Romania
Dominican Republic	Russia
Ecuador	Senegal
Egypt	Singapore
El Salvador	Slovakia
Finland	South Africa
France	South Korea
French Guiana	Spain
French Polynesia	St. Pierre and Miquelon
Germany	Suriname
Gibraltar	Sweden
Greece	Switzerland
Guadeloupe	Taiwan
Guatemala	Thailand
Guyana	Tunisia
Hong Kong	Turkey
Hungary	United Kingdom
India	Uruguay
Indonesia	Venezuela
Ireland	Vietnam
Italy	Wallis and Futuna
Japan	
Jordan	

**CERTIFICATE OF SERVICE**

I, A. Lynn Kimmel, a legal assistant with the Coudert Brothers law firm, hereby certify that I have caused copies of the foregoing Application to be served this 12th day of March 2001 by first class mail, postage prepaid, on the following:

Deputy Assistant Secretary of Defense  
Telecommunications)  
Office of the Assistant Secretary of Defense  
1010 Defense Pentagon  
Washington, D.C. 20301-1010

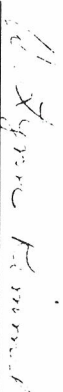
National Telecommunications and  
Information Administration  
Office of the Chief Counsel  
14th and Constitution Avenue, N.W.  
Room H4716  
Washington, D.C. 20320

National Security Agency  
G042, NSA, EMC Center  
Room 1C166  
9800 Savage Road  
Fort George Meade, MD 20755

Chief, Telecommunications Division  
International Bureau  
Federal Communications Commission  
445 12th St., S.W.  
Room 6A-763  
Washington, D.C. 20554

U.S. Coordinator and Director  
Office of International Communications  
& Information Policy (EB-TD)  
Bureau of Economic & Business  
Affairs  
Department of State  
21st and C Streets, N.W., Room 4826  
Washington, D.C. 20520

Chief Regulatory Counsel  
Defense Information Systems Agency  
Washington, D.C. 20305-2000  
Attn: Code 115

  
\_\_\_\_\_  
A. Lynn Kimmel

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page No 1 of 1

(1) LOCKBOX #  
358115

SPECIAL USE  
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
**Coudert Brothers** (3) TOTAL AMOUNT PAID (U.S. Dollars and 815.00)

(4) STREET ADDRESS LINE NO. 1  
1627 I Street, N.W., Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
Washington (7) STATE  
DC (8) ZIP CODE  
20006

(9) DAYTIME TELEPHONE NUMBER (include area code)  
202-736-1866 (10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED  
0003750445 (12) PAYER (TIN)  
0131614343

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME  
Atlas Telecommunications S.A.

(14) STREET ADDRESS LINE NO. 1  
1717 K Street, N.W., Suite 507

(15) STREET ADDRESS LINE NO. 2

(16) CITY  
Washington (17) STATE  
DC (18) ZIP CODE  
20006

(19) DAYTIME TELEPHONE NUMBER (include area code)  
202-822-2100 (20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED  
(21) APPLICANT (FRN)  
0004-3171-94 (22) APPLICANT (TIN)  
000001918

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE 815.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT  
I, **Elizabeth Holowinski**, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.  
SIGNATURE Elizabeth Holowinski DATE 3/12/01

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31) MASTERCARD VISA ACCOUNT NUMBER: \_\_\_\_\_ EXPIRATION \_\_\_\_\_

MASTERCARD  VISA  
I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.  
SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

14087

**COUDERT BROTHERS WASHINGTON OFFICE**

1627 I STREET NW, SUITE 1200  
WASHINGTON, D.C. 20006

**CITIBANK, F.S.B.**  
WASHINGTON, DC 20036-0967  
15-7011-2540

3/8/2001

\$ \*\*815.00

PAY TO THE ORDER OF Federal Communications Comm.

DOLLARS

Eight Hundred Fifteen and 00/100\*\*\*\*\*

MEMO filing fee

*Joan E. Orlford*

⑈014087⑈ ⑆254070116⑆

⑈3740 0347⑈

Details on back.  
Security Features included.

081064(3-90)