



PUBLIC NOTICE

Federal Communications Commission
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**GLOBAL CROSSING LTD. AND GC ACQUISITION LIMITED SEEK FCC CONSENT
TO TRANSFER CONTROL OF SUBSIDIARIES HOLDING SUBMARINE CABLE
LANDING LICENSES, WIRELESS LICENSES AND SECTION 214
AUTHORIZATIONS, AND REQUEST DECLARATORY RULING ALLOWING
INDIRECT FOREIGN OWNERSHIP**

IB DOCKET NO. 02-286

PLEADING CYCLE ESTABLISHED

Petition/Comment Date: October 21, 2002
Opposition/Response Date: November 5, 2002
Reply Date: November 18, 2002

I. THE TRANSACTION

On August 22, 2002, Global Crossing Ltd. (Debtor-in-Possession) (“Global Crossing”) and GC Acquisition Limited (“New GX” and, with Global Crossing, the “Applicants”) filed applications pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended (“Communications Act”), and the Cable Landing License Act to transfer control of Global Crossing’s FCC-licensed subsidiaries from Global Crossing to New GX.¹ The Applicants also request a declaratory ruling that the proposed indirect ownership interests in

¹ Approval is sought with respect to the following subsidiaries of Global Crossing: Budget Call Long Distance, Inc. (Debtor-in-Possession), Global Crossing Bandwidth, Inc. (Debtor-in-Possession), Global Crossing Government Markets USA, Inc. (Debtor-in-Possession), Global Crossing Holdings USA, Inc. (Debtor-in-Possession), Global Crossing Latin America & Caribbean Co. (Debtor-in-Possession), Global Crossing Local Services, Inc. (Debtor-in-Possession); Global Crossing North American Networks, Inc. (Debtor-in-Possession), Global Crossing Telecommunications, Inc. (Debtor-in-Possession), GC Pacific Landing Corp. (Debtor-in-Possession), GT Landing Corp. (Debtor-in-Possession), GT Landing II Corp. (Debtor-in-Possession), International Optical Networks, L.L.C., MAC Landing Corp. (Debtor-in-Possession), PAC Landing Corp. (Debtor-in-Possession), PC Landing Corp. (Debtor-in-Possession), and Racial Telecommunications, Inc. (collectively, the “FCC-Licensed Subsidiaries”).

Global Crossing North American Networks, Inc. by Hutchison Telecommunications Limited (“Hutchison Telecom”), a Hong Kong company, and Singapore Technologies Telemedia Pte Ltd (“ST Telemedia”), a Singapore company, are in the public interest under section 310(b)(4) of the Communications Act.

The Applicants state that the transaction is intended to facilitate the reorganization of Global Crossing under Chapter 11 of the U. S. Bankruptcy Code. The transaction contemplates that Global Crossing will transfer its assets and operations, including its ownership interests in the FCC-Licensed Subsidiaries, to New GX and that Hutchison Telecom and ST Telemedia each will invest in New GX. In exchange, Hutchison Telecom and ST Telemedia each will obtain 30.75% of New GX’s equity and voting interests. Pre-Chapter 11 creditors of Global Crossing and its debtor subsidiaries will obtain 38.5% of New GX’s equity and voting interests.

II. THE PARTIES

According to the Applicants, Global Crossing is a company organized under the laws of Bermuda with its principal offices in Madison, New Jersey. Global Crossing, through its subsidiaries, owns and operates a global fiber optic network. Global Crossing’s operating subsidiaries use the network to provide integrated telecommunications services to corporations, government agencies, and telecommunications carriers. Global Crossing’s U.S. subsidiaries own and operate the U.S. portion of the Global Crossing network. The FCC-Licensed Subsidiaries, according to the Applicants, provide Global Crossing’s U.S. services pursuant to authorizations from the FCC and the public utility commissions of all 50 states and the District of Columbia. According to the Applicants, the FCC-Licensed Subsidiaries currently hold the following FCC licenses and authorizations: eight (8) cable landing licenses, twenty (20) international section 214 authorizations, five (5) blanket domestic section 214 authorizations, twenty-five (25) common carrier wireless licenses, and two (2) non-common carrier wireless licenses. On January 28, 2002, Global Crossing and certain of its subsidiaries, including most of the FCC-Licensed Subsidiaries, filed voluntary petitions under Chapter 11 of the U.S. Bankruptcy Code.²

According to the Applicants, New GX is a company in the process of formation under the laws of Bermuda for purposes of carrying out the proposed transaction. Initially, Global Crossing will be the sole shareholder of New GX. Immediately following consummation of the proposed transaction, Hutchison Telecom and ST Telemedia each will hold 30.75% of the equity

² Following the Chapter 11 filings, the Global Crossing subsidiaries that hold FCC licenses assigned their respective licenses on a pro forma basis to themselves as debtors-in-possession. Global Crossing Ltd. et al., Application for Authority for a Pro Forma Assignment of Cable Landing Licenses, File Nos. SCL-ASG-20020214-00005 through SCL-ASG-20020214-00011 (filed Feb. 14, 2002; granted June 6, 2002); Letter to William Caton from Paul O. Gagnier re Notice of Pro Forma Assignments Involving Certain Subsidiaries of Global Crossing Ltd. (filed Feb. 14, 2002); Application of Global Crossing Ltd. for Pro Forma Assignment of Authorization, ULS File No. 0000789119 (filed Feb. 27, 2002; granted July 3, 2002); Application of Global Crossing North American Networks, Inc. for Pro Forma Assignment of Authorizations, ULS File No. 0000788919 (filed Feb. 27, 2002; granted July 2, 2002). PC Landing Corp. filed an application to assign its submarine cable landing license to itself as debtor-in-possession. PC Landing Corp., Application for Authority for a Pro Forma Assignment of a Cable Landing License, File No. SCL-ASG-20020913-00076 (filed Sept. 13, 2002).

and voting power of New GX. The remaining 38.5% equity and voting interests in New GX will be held by the creditors of Global Crossing.³ According to the Applicants, the purchase agreement between Global Crossing, Hutchison Telecom, and ST Telemedia also contemplates the issuance of stock options to the future management of New GX in an aggregate amount of 8% of New GX's fully diluted equity. The holdings of Hutchison Telecom, ST Telemedia, and the creditors will be diluted upon the exercise of the issued management options.

III. PETITION FOR DECLARATORY RULING ALLOWING INDIRECT FOREIGN OWNERSHIP

Applicants filed a petition pursuant to section 310(b)(4) of the Communications Act for a declaratory ruling that proposed indirect foreign investment by Hutchison Telecom and ST Telemedia in Global Crossing North American Networks, Inc., an indirect subsidiary of Global Crossing that holds 25 common carrier point-to-point microwave licenses and two private land mobile radio licenses, is in the public interest.⁴ The petition has been assigned the following file number:

ISP-PDR-20020822-00029 Global Crossing North American Networks, Inc.

IV. INTERNATIONAL SECTION 214 APPLICATIONS

The Applicants seek authority to transfer control of the following International Section 214 Authorizations:

File No.	Authorization Holder	Authorizations
ITC-T/C-20020822-00406	Budget Call Long Distance, Inc. (Debtor-in-Possession)	ITC-94-031
ITC-T/C-20020822-00443	Global Crossing Bandwidth, Inc. (Debtor-in-Possession)	ITC-91-193
ITC-T/C-20020822-00444	Global Crossing Government Markets USA, Inc. (Debtor-in-Possession)	ITC-214-20011106-00560
ITC-T/C-20020822-00445	Global Crossing Holdings USA, Inc. (Debtor-in-Possession)	ITC-214-19990412-00202
ITC-T/C-20020822-00446	Global Crossing North American Networks, Inc (Debtor-in-Possession)	ITC-94-381; ITC-94-320; ITC-91-077; ITC-93-186
ITC-T/C-20020822-00447	Global Crossing Telecommunications, Inc. (Debtor-in-Possession)	ITC-85-126; ITC-87-179; ITC-88-152; ITC-88-013; ITC-87-113; ITC-95-295;

³ The Applicants state that the identities of the creditors who will become shareholders of New GX and their ownership interests have not yet been determined.

⁴ The Applicants also seek authority for New GX to accept equity and/or voting interests of up to an additional 25% from non-U.S. investors other than Hutchison Telecom and ST Telemedia.

		ITC-214-19960530-00220; ITC-214-1996062 1-00265; ITC-214-19960715-00309; ITC-214-19960729-00351
ITC-T/C-20020822-00449	Racal Telecommunications Inc.	ITC-214-19970717-00410
ITC-T/C-20020822-00448	International Optical Networks, L.L.C.	ITC-214-19980520-00334

V. DOMESTIC SECTION 214 APPLICATIONS

The Applicants also seek authority to transfer control of Domestic Section 214 Authorizations held by the following companies:

Budget Call Long Distance, Inc. (Debtor-in-Possession)
Global Crossing Bandwidth, Inc. (Debtor-in-Possession)
Global Crossing Local Services, Inc. (Debtor-in-Possession)
Global Crossing North American Networks, Inc. (Debtor-in-Possession)
Global Crossing Telecommunications, Inc. (Debtor-in-Possession)

VI. SUBMARINE CABLE LANDING LICENSES

The Applicants also seek authority to transfer control of their interests in the following Submarine Cable Landing Licenses:

File No.	Licensee	Licenses
SCL-T/C-20020822-00068	GT Landing Corp. (Debtor-in-Possession)	SCL-LIC-19970506-00003 (Atlantic Crossing Cable)
SCL-T/C-20020822-00070	Global Crossing Telecommunications, Inc. (Debtor-in-Possession)	SCL-LIC-19981117-00025 (Japan-U.S. Cable) ⁵
SCL-T/C-20020822-00071	MAC Landing Corp. (Debtor-in-Possession)	SCL-LIC-19981030-00023 (Mid-Atlantic Crossing Cable)
SCL-T/C-20020822-00072	PAC Landing Corp. (Debtor-in-Possession)	SCL-LIC-19981103-00022 (Pan American Crossing Cable)
SCL-T/C-20020822-00077	PC Landing Corp. (Debtor-in-Possession)	SCL-LIC-19980807-00010 (Pacific Crossing Cable)
SCL-T/C-20020822-00073	Global Crossing Latin America & Caribbean Co. (Debtor-in-Possession)	SCL-LIC-19990823-00015 (South American Crossing Cable)

⁵ Global Crossing Telecommunications, Inc. (Debtor-in-Possession) has filed to relinquish its interest in the Japan-U.S. cable landing license. *See Non Streamlined International Applications Accepted for Filing*, Report No. TEL-00555NS (rel. July 26, 2002), at 2 (File No. SCL-MOD-20020522-00057).

SCL-T/C-20020822-00074	GC Pacific Landing Corp. (Debtor-in-Possession)	SCL-ASG-19981204-00029 and SCL-T/C-19981204-00030 ⁶ (Asia Direct Cable, Atlantic Express I and II Cables, Bahamas Express Cable, Guam- Hawaii Cable, Hawaii Express Cable, Orient Express Cable)
SCL-T/C-20020822-00075	GT Landing II Corp. (Debtor- in-Possession)	SCL-MOD-20000511-00018 (Atlantic Crossing 2 Cable)

VII. COMMON CARRIER AND NON-COMMON CARRIER RADIO LICENSES HELD BY GLOBAL CROSSING NORTH AMERICAN NETWORKS, INC. (DEBTOR-IN-POSSESSION)

The Applicants also seek authority to transfer control of the following common carrier and non-common carrier radio licenses held by Global Crossing North American Networks, Inc. (Debtor-in-Possession):⁷

<u>File No.</u>	<u>Call Sign(s)</u>
0001001014	WHO323, WHO324, WHO325, WHO326, WHO327, WHO328, WHO329, WHO330, WHO331, WHO332, WHO333, WHO335, WHO336, WHO337, WHO339, WHO340, WHO341, WHO344, WHO345, WHO346, WHO347, WHQ999, WKL999, WLA738, WLT711, WPMP453, WPRT617

VI. GENERAL INFORMATION

The transfer of control applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Final action will not be taken on the applications earlier than 31 days following the date of this Public Notice.

⁶ Assignment/transfer of control to GC Pacific Landing Corp. of interests in cable landing licenses previously granted to various entities. Underlying File Numbers for the referenced cables are, respectively, SCL-95-013, SCL-95-005, SCL-95-006, SCL-95-004, SCL-94-003, SCL-95-010, and SCL-95-011.

⁷ On August 20, 2002, Global Crossing filed an application for the pro forma assignment of WPRT617, a private land mobile license held in its name, to Global Crossing North American Networks, Inc. (Debtor-in-Possession). ULS File No. 0001002830. This transaction was approved by the Commission on September 3, 2002, and was consummated on September 4, 2002. USL File No. 0001001014 was amended on September 6, 2002, to include WPRT617. According to the Applicants, Global Crossing also holds a non-transferable private aircraft radio license (100GX) in its name.

Interested parties may file comments regarding or petitions to deny the applications no later than **October 21, 2002**. Oppositions or responses to these comments and petitions may be filed no later than **November 5, 2002**. Replies may be filed no later than **November 18, 2002**. All filings concerning matters referenced in this Public Notice should refer to **IB Docket No. 02-286** as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Due to the threat of contamination that resulted in the disruption of regular mail, the Commission released on November 29, 2001, an Order temporarily amending certain procedural rules on an emergency basis.⁸ Pleadings must be filed electronically (*i.e.*, by e-mail or facsimile), by overnight delivery service, or by hand delivery to the Commission's Massachusetts Avenue location.⁹

- **If filed electronically** by e-mail, pleadings shall be filed at the following e-mail addresses: WTBSecretary@fcc.gov, WCBSecretary@fcc.gov, and IBSecretary@fcc.gov. Please also copy all those listed below. For security purposes, it is recommended that documents filed via electronic mail be converted to PDF format.
- **If filed by facsimile**, pleadings shall be faxed to 202-418-0187. The fax transmission should include a cover sheet listing contact name, phone number, and an e-mail address (if available).
- **If filed by hand delivery**, documents shall be delivered to the Commission's contractor, Vistrionix, at 236 Massachusetts Avenue, NE, Suite 110, Washington, DC 20002. All hand deliveries must be held together with rubber bands or fasteners, and any envelopes must be disposed of before entering the building.
- **If filed by overnight delivery service** other than U.S. Postal Service (USPS) Express Mail and Priority Mail, filings must be addressed to 9300 East Hampton Drive, Capitol Heights, MD 20743. USPS first-class mail, Express Mail, and Priority Mail should continue to be addressed to the Commission's headquarters at 445 12th Street, SW, Washington, DC 20554.

In addition, one copy of each pleading must be sent to each of the following:

- (1) The Commission's duplicating contractor, Qualex International (phone: (202) 863-2893) via e-mail: qualexint@aol.com, or by facsimile: (202) 863-2898.
- (2) J. Breck Blalock, Policy Division, International Bureau; via e-mail: bblalock@fcc.gov, or by facsimile: (202) 418-2824.

⁸ See In the Matter of Implementation of Interim Electronic Filing Procedures for Certain Commission Filings, *Order*, FCC 01-345 (rel. Nov. 29, 2001).

⁹ See FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence, *Public Notice*, 16 FCC Rcd 22165 (2001).

- (3) Susan O'Connell, Policy Division, International Bureau; via e-mail: soconnell@fcc.gov, or by facsimile: (202) 418-2824.
- (4) Kathleen Collins, Policy Division, International Bureau; via e-mail: kcollins@fcc.gov, or by facsimile: (202) 418-2824.
- (5) Elizabeth Yockus, Policy Division, Wireline Competition Bureau; via e-mail: eyockus@fcc.gov, or by facsimile: (202) 418-1413.
- (6) Zenji Nakazawa, Public Safety and Private Wireless Division, Wireless Telecommunications Bureau; via e-mail: znakazaw@fcc.gov, or by facsimile: (202) 418-2643.
- (7) Neil Dellar, Transaction Team, Office of General Counsel; via e-mail: ndellar@fcc.gov, or by facsimile: (202) 418-7540.

Copies of the application and any subsequently-filed documents in this matter may be obtained from Qualex International, in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 863-2893, via facsimile at (202) 863-2898, or via e-mail at qualexint@aol.com. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554.

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