



Federal Communications Commission
Washington, D.C. 20554

International Bureau

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May 19, 2006
Ref: 2006-34

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Josephine Scarlett	(202) 482-5461	Tina Gabbrelli	(202) 282-8582
Helen Domenici	(202) 456-6085	Kenneth Schagrin	(202) 395-5663
Dominic Pastore	(202) 514-5607	Myla S. Trotter	(202) 324-1730
Laura Parsky	(202) 616-3928		

Re: Section 214 Applications

Dear Sir or Madam:

Please review the following applications and advise us whether you have any national security, law enforcement, foreign policy or trade concerns by **C.O.B. June 7, 2006**, because we are prepared to take action on these applications. **Electronic filed (e-file) applications are able to be viewed by accessing www.fcc.gov/ibfs and searching by the file number.**

ITC-214-20060518-00280 (e-file)

Zulu Distribution Corp.'s application for authority to provide global facilities-based and resale services between the United States and permissible international points. Applicant is 100% owned by a citizen of **India**.

ITC-T/C-20060512-00271 (e-file)

Application for consent to the transfer of control of section 214 authorization, ITC-214-20041222-00490, held by Des Vieux Telecommunications, Inc. from TeleOne (HK) Limited to Cable & Wireless Panama, S.A. (C&W Panama).

C&W Panama, is a corporation organized and existing under the laws of **Panama**. C&W Panama is owned 49% by the **Government of Panama**, 49% by Cable & Wireless (Panama Holding) Limited, a wholly-owned subsidiary of Cable & Wireless Plc incorporated under the laws of the **Cayman Islands**.

C&W Panama agrees to be classified as a **dominant** carrier on the routes to Angola, Anguilla, Antigua and Barbuda, Ascension Island, Barbados, Bermuda, British Virgin Islands, Cayman Islands, Dominica, Falkland Islands, Fiji, Grenada, Guernsey, Guinea-Bissau, Jamaica, Macau, Maldives, Montserrat, Mozambique, St. Helena, St. Kitts and Nevis, St. Lucia, St. Vincent and the Grenadines, Solomon Islands, Trinidad and Tobago, and Turks and Caicos.

ITC-T/C-20060515-00276 (e-file)

Application for consent to the transfer of control of section 214 authorization, ITC-214-20020214-00056, held by WaveCrest Communications LLC from Marr T&T Limited to Sistema Joint Stock Financial Corporation (Sistema). Sistema is located in **Russia**. A citizen of **Russia** holds 62.1% direct and 2.1% indirect interests in Sistema. Sistema agrees to be classified as a **dominant** carrier on the U.S.-Russia route.

If we do not hear from you by **C.O.B. June 7, 2006**, we will assume that you do not have any concerns with these applications.

Sincerely,

George Li, Deputy Chief
Policy Division

Mikelle Morra

From: Saldivar-Trotter, Myla R. [Myla.Saldivar-Trotter@ic.fbi.gov]

Sent: Friday, August 04, 2006 2:48 PM

To: David Krech; George Li; Joann Ekblad; Mikelle Morra; Susan OConnell

Cc: James Ball

Subject: Additional FCC Application Status Updates for Week of 07/31/2006

Hello George, Joann, Susan, David, and Mikelle,

Please be advised of the statuses for the following applications:

Please be advised that based on the information in their FCC application and discussions with the companies, the DOJ, FBI, and DHS have NO COMMENT on the following applications:

1. Asterisco - ITC-214-20060407-00231
2. TeleOne/Des Vieux-C&W Panama - ITC-ITC-20060512-00271
3. Zulu Distribution Corp. – ITC-214-20060518-00280

Please be advised that the DOJ, FBI, and DHS have NO OBJECTION to the FCC granting authorizations requested in this application subject to the conditions agreed to between the applicant company and the DOJ, FBI, and DHS:

1. Telemetrix, Inc. - ISP-PDR-20060221-00003

Please let me know if you have any questions.

Thanks,
Myla Saldivar-Trotter
FBI

8/7/2006

Mikelle Morra

From: Mikelle Morra
Sent: Thursday, August 10, 2006 4:35 PM
To: 'mjglaser@stklaw.com'; 'LUIISM@ASTERISCOUSA.COM'; 'firm@tkcrowe.com'; 'guy.fielder@skyportsecure.com'; 'jeffrey.marks@lw.com'; 'virginia@tmgtelecom.com'
Cc: George Li; David Krech; Susan OConnell; Joann Ekblad; 'Myia Saldivar-Trotter'; 'agmrsald@ic.fbi.gov'; 'jpfier@leo.gov'; 'amy.jabloner@usdoj.gov'; 'Louis.Brenner@dhs.gov'; 'joseph.springsteen@usdoj.gov'; 'karen_hine@usdoj.gov'; Mikelle Morra
Subject: FCC Section 214 Application Granted

Telemetrix Inc.
ISP-PDR-20060221-00003

ASTERISCO COMMUNICATIONS
ITC-214-20060407-00231

Zulu Distribution Corporation
ITC-214-20060518-00280

Skyport International, Inc.
ITC-T/C-20060407-00244

Des Vieux Telecoms, Inc.
ITC-T/C-20060512-00271

The above listed applications have been granted by Public Notice released August 10, 2006; Report No. TEL-01055, DA 06-1614 (attached).

Thank you,

Mikelle Morra
Mikelle.Morra@fcc.gov
International Bureau/ Policy Division
202-418-7151

*** Non-Public: For Internal Use Only ***



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Arlington, VA 22209
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FILED/ACCEPTED

November 1, 2006

NOV - 1 2006

RECEIVED
Federal Communications Commission
Office of the Secretary

Ms. Marlene H. Dortch, Secretary

Federal Communications Commission

Office of the Secretary

236 Massachusetts Avenue, N.E. Suite 110

Washington, DC 20002

JUN 15 2007

Policy Division
International Bureau

VIA COURIER

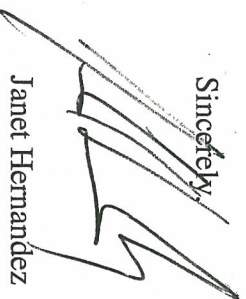
Re: Notice of Consummation of the Transfer of Control of Des Vieux Telecoms, Inc., IB File No. ~~ITC-T/C-20060512-00271~~ (initial IB File No. ITC-214-20041222-00490)

Dear Secretary Dortch:

In connection with the above-captioned file numbers, Cable & Wireless Panama, S.A. hereby notifies the Commission of the **consummation, effective October 2, 2006**, of the transaction described in the transfer of control application approved by the Commission on August 4, 2006 (Public Notice DA No. 06-1614).

Should the Commission or its staff have any questions regarding the above, please do not hesitate to contact the undersigned.

Sincerely,



Janet Hernandez

cc: Susan O'Connell, International Bureau, FCC
Enclosed: stamp & return copy

Until the second quarter of 2006, Des Vieux had not operated any facilities or switches or provided any services. It recently obtained international facilities on the Maya-1 cable system. Using these facilities, Des Vieux Telecoms will be providing wholesale carrier grade voice, data, bandwidth and IP Transit services initially from TDM and IP based network infrastructure located in the NAP of the Americas facility, Miami, Florida.

B. TeleOne(HK) Limited

TeleOne is a telecommunications company based in Hong Kong. It is an indirect subsidiary of CTM.

C. C&W Panama

C&W Panama, is a corporation organized and existing under the laws of Panama. C&W Panama is owned 49% by the Government of Panama, 49% by Cable & Wireless (Panama Holding) Limited (“Panama Holdings”), a wholly-owned subsidiary of Cable & Wireless Plc incorporated under the laws of the Cayman Islands, and 2% by Banco General S.A., a Panamanian bank holding the shares as trustee for the benefit of the employees and retirees of C&W Panama. C&W Panama is a mixed-capital entity created as a result of the privatization and restructuring of Panama’s telecommunications sector, where the shares issued to the Government of Panama are Class “A” State shares entitling it to appoint three of the nine members of the Board of Directors of C&W Panama; the shares issued for the benefit of the employees are Class “C” employee shares, entitling them to appoint one director; and Panama Holdings’ shares are Class B Private Shares entitling it to appoint five of the nine members, giving Panama Holdings management control over C&W Panama.

II. Description of the Transaction (Response to Question 13)

The transfer of control of Des Vieux will be consummated pursuant to that certain Stock Purchase Agreement entered into as of March 20th 2006 between TeleOne and C&W Panama (the “Stock Purchase Agreement”), where TeleOne agreed to sell and C&W Panama agreed to buy TeleOne’s 10,000 shares in Des Vieux (the “Shares”). The Shares constitute all of the issued and outstanding shares of capital stock of Des Vieux, resulting in the transfer, subject to the fulfillment of certain conditions precedents, of full ownership and control of Des Vieux from TeleOne to C&W Panama. Consummation of this transaction is subject to FCC approval of this Application.

A post-acquisition organizational chart is attached as Exhibit B.

III. Public Interest Status (Response to Question 18)

The transfer of control of Des Vieux from TeleOne to C&W Panama will serve the public interest as C&W Panama will strengthen Des Vieux's operations making it a long-term competitor in the telecommunications market. No anticompetitive effects will result from the grant of this Application, as the transfer of control of Des Vieux will not result in a change of carrier for Des Vieux's customers. Immediately following consummation of the transaction, Des Vieux will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

IV. Information required by Section 63.24(e)(2) and Section 63.18 of the Commission's Rules. (Response to Question 10)

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of Applicants:

TeleOne (HK) Limited
M204 Haleson Building (14/F) 1 Jubilee Street, Central, Hong Kong.
Telephone: 852 25260116

Cable & Wireless Panama, S.A.
Condominio Plaza Internacional, Via España
Torre C, Primer Piso
Apartado 0834-00659
Panamá, República de Panamá
Telephone: (507) 263-3323
Fax: (507) 263-3036

(b) TeleOne is a corporation organized and existing under the laws of Hong Kong.
C&W Panama is a corporation organized and existing under the laws of Panama.

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

TeleOne (HK) Limited	Cable & Wireless Panama, S.A.
Ms. Ming Kwan 28/F, Low Block, Grand Millennium Plaza, 191 Queen's Road Central, Sheung Wan, Hong Kong. Tel: 852 22001687	Mr. Augusto Gerbaud de la Guardia General Counsel Condominio Plaza Internacional, Via España Torre C, Primer Piso

Apartado 0834-00659
Panamá, República de Panamá
Telephone: (507) 263-3323
Fax: (507) 263-3036

With a copy to:

TMG Legal, Inc. Janet Hernandez Virginia Schiffino 1600 Wilson Blvd. Suite 710A Arlington, VA 22209 Tel. 703-894-0988 Fax 703-224-1511

- (d) TeleOne (HK) has not previously held Section 214 authority. C&W Panama has not previously held Section 214 authority.
- (h) Following the consummation of the transaction, the following entities will hold 10% or greater interest in Des Vieux (*Response to Question 11*):
- C&W Panama*. Des Vieux will be a wholly-owned subsidiary of C&W Panama, which in turn is held 49% by the Government of Panama, 49% Panama Holdings, and 2% by the Panamanian bank, Banco General S.A.
- Government of Panama*. The Government of Panama holds 49% interest in C&W Panama, and therefore will hold a 49% indirect interest in Des Vieux.
- Cable & Wireless, Plc*. Cable and Wireless, Plc holds 49% interest in C&W Panama, and therefore will hold a 49% indirect interest in Des Vieux.
- (i) C&W Panama certifies that it is affiliated with the foreign carriers listed in Exhibit C (*Response to Question 14*).
- (j) C&W Panama certifies that (i) it is a foreign carrier under the definition set forth in Section 62.09(d) of the Commission's Rules and (ii) controls a foreign carrier in certain destinations listed in Exhibit C where it seeks to provide international telecommunications services. C&W Panama further certifies that it seeks to provide international telecommunications services to certain destinations in which (iii) an entity that owns more than 25% of C&W Panama or that controls C&W Panama, controls a foreign carrier; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of the Applicant and are parties to, or beneficiaries of, a contractual relation affecting

the provision or marketing of international telecommunications services in the United States. The foreign carriers and destination countries that are subject of such affiliation are identified in Exhibit C hereto. (*Response to Question 15*)

- (k) Each destination country listed in response to paragraph (j), is a member of the WTO, except Seychelles, which is an observer government.
- (l) On routes involving destinations where C&W Panama is affiliated with a foreign carrier and is classified as dominant (see Exhibit D hereto) and proposes to sell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to those destinations, C&W Panama will file the requisite quarterly traffic reports on those routes, as required by Section 43.61(c) of the Commission's rules, 47 C.F.R §43.61(c). In all other cases, C&W Panama controls carriers that have far less than 50% of the relevant international transport and local access market in the foreign destination countries and C&W Panama therefore qualifies for a presumption of non-dominance on those routes under Section 63.10(a)(3) of the Commission's rules (47 C.F.R §63.10(a)(3)). (*Response to Question 16*)
- (m) C&W Panama is entitled to non-dominant classification on all routes other than those identified in Exhibit D hereto as requiring dominant status. In all other cases, C&W Panama control carriers that control far less than 50% of the relevant international transport and local access markets in the destination foreign countries. C&W Panama, therefore qualifies for a presumption of non-dominance on these routes under Section 63.10(a)(3) of the Commission's rules (47 C.F.R §63.10(a)(3)). (*Response to Question 16*)
- (n) C&W Panama certifies that it has not agreed and will not agree in the future to accept any direct or indirect special concessions from any foreign carrier with respect to any United States-international route where any such foreign carrier possesses market power on the foreign end of the route to affect competition adversely in the U.S. market.
- (o) C&W Panama certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules (Section 63.10(a)(3) of the Commission's rules (47 C.F.R §§ 1.2001-1.2003), 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. § 853a).
- (p) Consummation of the acquisition of Des Vieux is subject to FCC approval. We understand that given the substantial nature of this transaction, where full ownership and management of the licensee will pass from one company (TeleOne) to a third, non-affiliated company (C&W Panama), the transaction may not qualify for pro-forma authority and thus warrants FCC prior approval.

V. Conclusion

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,



TeleOne (HK) Limited	Cable & Wireless Panama, S.A.
<p>/s/  Name: Donald Shaw Title: Director Address: 28/F, Low Block, Grand Millennium Plaza, 191 Queen's Road Central, Sheung Wan, Hong Kong. Tel: 852 22001687</p>	<p>/s/  Name: Christopher John Hetherington Title: Executive President and General Manager Address: Condominio Plaza Internacional, Via España Torre C, Primer Piso Apartado 0834-00659 Panamá, República de Panamá Tel: (507) 263-3323</p>

Exhibit A
Pre-Acquisition Structure of Des Vieux

Ownership Profile for Des Vieux Telecommunications, Inc.

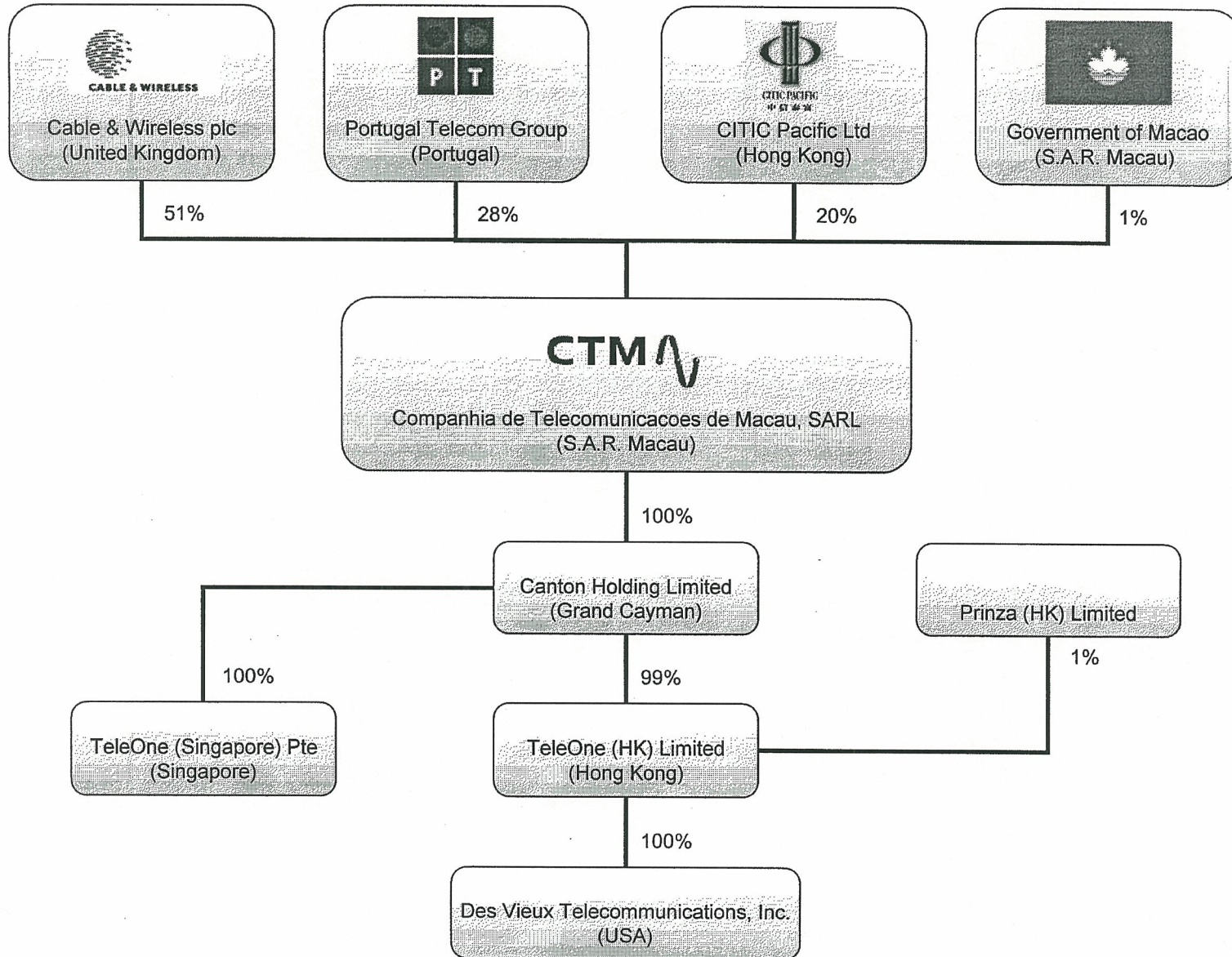


Exhibit B
Post Acquisition Structure of Des Vieux

Change of Control Structure

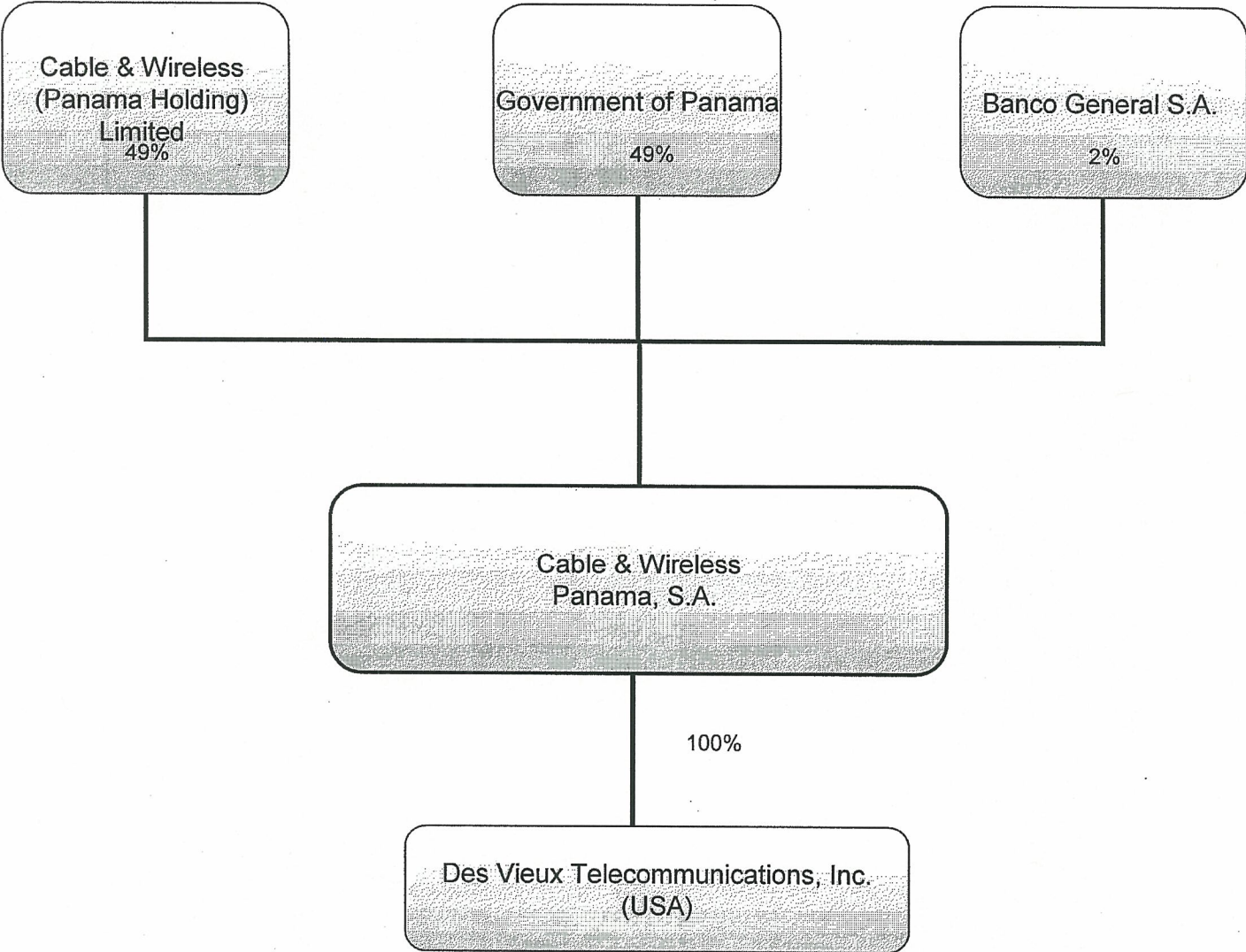


Exhibit C

Foreign Carrier Affiliations

Cable & Wireless plc

Name of the affiliated foreign carrier	Country in which licensed to offer telecommunications services to the public	WTO Members
Cable & Wireless (West Indies) Limited ("C&W (WI) Ltd") (Cable & Wireless plc ultimately owns 100%)	Anguilla	Yes
Cable & Wireless (West Indies) Limited (Cable & Wireless plc ultimately owns 100%) Cable & Wireless Caribbean Cellular (Antigua) Limited (Cable & Wireless plc ultimately owns 100%)	Antigua and Barbuda	Yes
Branch of Cable & Wireless plc Cable & Wireless (Barbados) Limited (C&W (WI) Ltd owns approximately 81%, which is ultimately 100% owned by Cable & Wireless plc)	Ascension Island Barbados	Yes Yes
Cable & Wireless (Belgium) S.A. (Cable & Wireless plc ultimately owns 100%)	Belgium	Yes
Cable & Wireless Bermuda Ltd. (Cable & Wireless plc ultimately owns 100%) Quantam Communications Ltd (Cable & Wireless (CALA) Investments owns 40%, which is 100% owned by C&W (WI) Ltd, which is ultimately 100% owned by Cable & Wireless plc)	Bermuda	Yes
Cable & Wireless (West Indies) Limited (Cable & Wireless plc ultimately owns 100%)	British Virgin Islands	Yes
Cable & Wireless Canada Inc. (Cable & Wireless plc ultimately owns 100%)	Canada	Yes
Cable & Wireless (Cayman Islands) Limited (C&W (CALA) Investments owns 100%, which is 100% owned by C&W (WI) Ltd, which is ultimately 100% owned by Cable & Wireless plc)	Cayman Islands	Yes
Shenda Telephone Company Limited (Cable & Wireless plc owns 49%)	China	Yes

Cable & Wireless Plc (Diego Garcia)	Diego Garcia	Yes (British territory)
Cable & Wireless Dominica Limited (Cable & Wireless plc ultimately owns 80%)	Dominica	Yes
Branch of Cable & Wireless plc	Falkland Islands	Yes
Fiji International Telecommunications Limited (Cable & Wireless plc owns 49%)	Fiji	Yes
Cable & Wireless S.A. (Cable & Wireless plc ultimately owns 100%)	France	Yes
Cable & Wireless Telecommunication Services GmbH (Cable & Wireless plc ultimately owns 100%)	Germany	Yes
Cable & Wireless Grenada Limited (C&W (WI) Ltd owns 70%, which is ultimately 100% owned by Cable & Wireless plc)	Grenada	Yes
Cable & Wireless M&G SAS (Cable & Wireless plc ultimately owns 100%)	Guadeloupe	Yes
Cable & Wireless Guernsey Ltd (Cable & Wireless plc ultimately owns 100%)	Guernsey	Yes
Cable & Wireless Global Network (Hong Kong) Limited (Cable & Wireless plc ultimately owns 100%)	Hong Kong	Yes
Cable & Wireless Services (Ireland) Limited (Cable & Wireless plc ultimately owns 100%)	Ireland	Yes
Cable & Wireless Isle of Man Limited (Cable & Wireless plc ultimately owns 100%)	Isle of Man	Yes
Cable & Wireless S.p.A. (Cable & Wireless plc ultimately owns 100%)	Italy	Yes
Cable & Wireless Jamaica Limited (Cable & Wireless plc ultimately owns 82%) Jamaica Digiport International Limited (provides international service to the Free Trade Zone	Jamaica	Yes

operators in the Mo Bay Free Zone) (Cable & Wireless Jamaica Limited owns 100% which is 82% owned by Cable & Wireless plc)			
Cable & Wireless Jersey Limited (Cable & Wireless plc ultimately owns 100%)	Jersey		Yes
Cable & Wireless Luxembourg SA (Cable & Wireless plc ultimately owns 100%)	Luxembourg		Yes
Companhia de Telecomunicações de Macau, S.A.R.L. (Cable & Wireless plc owns 51%)	Macau		Yes
Dhivehi Raajjeyge Gulhun Private Limited (Dhiraagu) (Cable & Wireless plc owns 45%)	Maldives		Yes
Cable & Wireless M&G SAS (Cable & Wireless plc ultimately owns 100%)	Martinique		Yes
Monaco Telecom (Cable & Wireless plc ultimately owns 49%)	Monaco		Yes
Cable & Wireless (West Indies) Limited (Cable & Wireless plc ultimately owns 100%)	Montserrat		Yes
Cable & Wireless Netherlands B.V. (Cable & Wireless plc ultimately owns 100%)	The Netherlands		Yes
Branch of Cable & Wireless plc	St. Helena		Yes
Cable & Wireless St. Kitts & Nevis Limited (C&W (WI) Ltd owns 65%, which is ultimately 100% owned by Cable & Wireless plc)	St. Kitts and Nevis		Yes
Cable & Wireless (West Indies) Limited (Branch of C&W (WI) Ltd, which is ultimately 100% owned by Cable & Wireless plc) Cable & Wireless Caribbean Cellular (St. Lucia) Limited	St. Lucia		Yes
(C&W (WI) Ltd owns 100%, which is ultimately 100% owned by Cable & Wireless plc)			
Cable & Wireless (West Indies) Limited (Cable & Wireless plc ultimately owns 100%) Cable & Wireless Caribbean Cellular (St. Vincent and the Grenadines) Limited (C&W (WI) owns 100%, which is ultimately 100% owned by Cable & Wireless plc)	St. Vincent and the Grenadines		Yes
Cable & Wireless (Seychelles) Limited (Cable & Wireless plc owns 100%)	Seychelles		No (observer)

Solomon Telekom Company Limited (Cable & Wireless plc owns 41.9%)	Solomon Islands	Yes
Cable & Wireless S.L. (Cable & Wireless plc ultimately owns 100%)	Spain	Yes
Cable & Wireless Switzerland AG (Cable & Wireless plc ultimately owns 100%)	Switzerland	Yes
Telecommunications Services of Trinidad and Tobago Limited (Cable & Wireless plc ultimately owns 49%)	Trinidad and Tobago	Yes
Cable & Wireless (West Indies) Limited (Cable & Wireless plc ultimately owns 100%)	Turks and Caicos	Yes
Cable & Wireless UK (Cable & Wireless plc ultimately owns 100%)	United Kingdom	Yes
Telecom Vanuatu Limited (Cable & Wireless plc owns 33.3%)	Vanuatu	No

Exhibit D

Dominant Status and Destination Markets

Destination Market	Name of Affiliated Carrier
Angola	Unitel, S.A.
Anguilla	Cable & Wireless (West Indies) Limited
Antigua and Barbuda	Cable & Wireless (West Indies) Limited
Ascension Island	Branch of Cable & Wireless plc
Barbados	Cable & Wireless (Barbados) Limited
Bermuda	Cable & Wireless Bermuda Ltd.
British Virgin Islands	Cable & Wireless (West Indies) Limited
Cayman Islands	Cable & Wireless (Cayman Islands) Limited
Dominica	Cable & Wireless Dominican Limited
Falkland Islands	Branch of Cable & Wireless plc
Fiji	Fiji International Telecommunications Limited
Grenada	Cable & Wireless Grenada Limited
Guernsey	Cable & Wireless Guernsey Ltd.
Guinea-Bissau	Guine Telecom – Companhia de Telecomunicações da Guine-Bissau, S.A.R.L.
Jamaica	Cable & Wireless Jamaica Limited
Macau	Companhia de Telecomunicações de Macau, S.A.R.L.
Maldives	Dhivehi Raajjeyge Gulhunn Private Limited (DHIRAAAGU)
Montserrat	Cable & Wireless (West Indies) Limited
Mozambique	LTM – Listas Telefonicas de Moçambique, Lda.; Teledata de Moçambique, Lda
St. Helena	Branch of Cable & Wireless plc
St. Kitts and Nevis	Cable & Wireless St. Kitts & Nevis Limited
St. Lucia	Cable & Wireless (West Indies) Limited
St. Vincent and the Grenadines	Cable & Wireless (West Indies) Limited
Solomon Islands	Solomon Telekom Company Limited
Trinidad and Tobago	Telecommunications Services of Trinidad and Tobago Limited

Turks and Caicos

Cable & Wireless (West Indies) Limited