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Federal Communications Commission
Office of Secretary

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June 2, 2006

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
236 Massachusetts Avenue, N.E., Suite 110
Washington, DC 20002

Re: **Amended Application for Consent to Transfer of Des Vieux Telecommunications, Inc., (File No. ITC-214-20041222-00490).**

Dear Ms. Dortch:

On behalf of Cable & Wireless Panama, S.A. ("C&W Panama") and TeleOne (HK) Limited ("TeleOne"), we hereby submit an amended transfer of control application of Section 214-licensee Des Vieux Telecommunications, Inc., ("Des Vieux") pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C § 214 (the "Act") and Section 63.24(e) of the Commission's Rules 47 CFR § 63.24 (e). Des Vieux holds international global facilities-based and global resale authority granted by the Commission pursuant to Section 214 of the Act (File No. ITC-214-20041222-00490).

Pursuant to the enclosed application C&W Panama and TeleOne request (i) authority for the transfer of control of Des Vieux to C&W Panama, and (ii) reclassification of Des Vieux's dominant carrier status to that of non-dominant carrier status on the routes between the U.S. and the following destinations: Angola, Guinea-Bissau, Mozambique and Portugal.

We would appreciate if you please stamp and return the extra copy of this filing.

Should you have any questions in connection with the attached document, please do not hesitate to contact me at the above telephone number or by email at: janet@tmgtelecom.com.

Sincerely,


Janet Hernandez

Ltd., and 1% by the Government of Macau. Cable & Wireless plc and PT Group are both global telecommunications operators based in United Kingdom and Portugal, respectively. An organization chart for Des Vieux pre-acquisition is provided as Exhibit A.

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 Agent 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 100% interest in Panama Holdings, which in turn holds 49% interest in C&W Panama, and therefore Cable & Wireless PLC will hold a 49% indirect interest in Des Vieux. Cable & Wireless, PLC is listed on the London Stock Exchange (LSE).

- (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 and Vanuatu.
- (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)). In the event that this application receives favorable consideration, the Applicants hereby request reclassification of Des Vieux's dominant carrier status to that of non-dominant carrier status on routes between the United States and the following countries: Angola, Guinea-Bissau, Mozambique and Portugal. We seek this reclassification given that upon completion of the transfer of control of Des Vieux, the company will no longer be affiliated with the Portugal Telecom Group which was the subject of Des Vieux's foreign carrier affiliations and dominant carrier status in such countries. (*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>/ss/ </p> <p>Name: Donald Shiu Title: Director Address: 28/F, Low Block, Grand Millennium Plaza, 191 Queen's Road Central, Sheung Wan, Hong Kong. Tel: 852 22001687</p>	<p>/ss/ </p> <p>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.

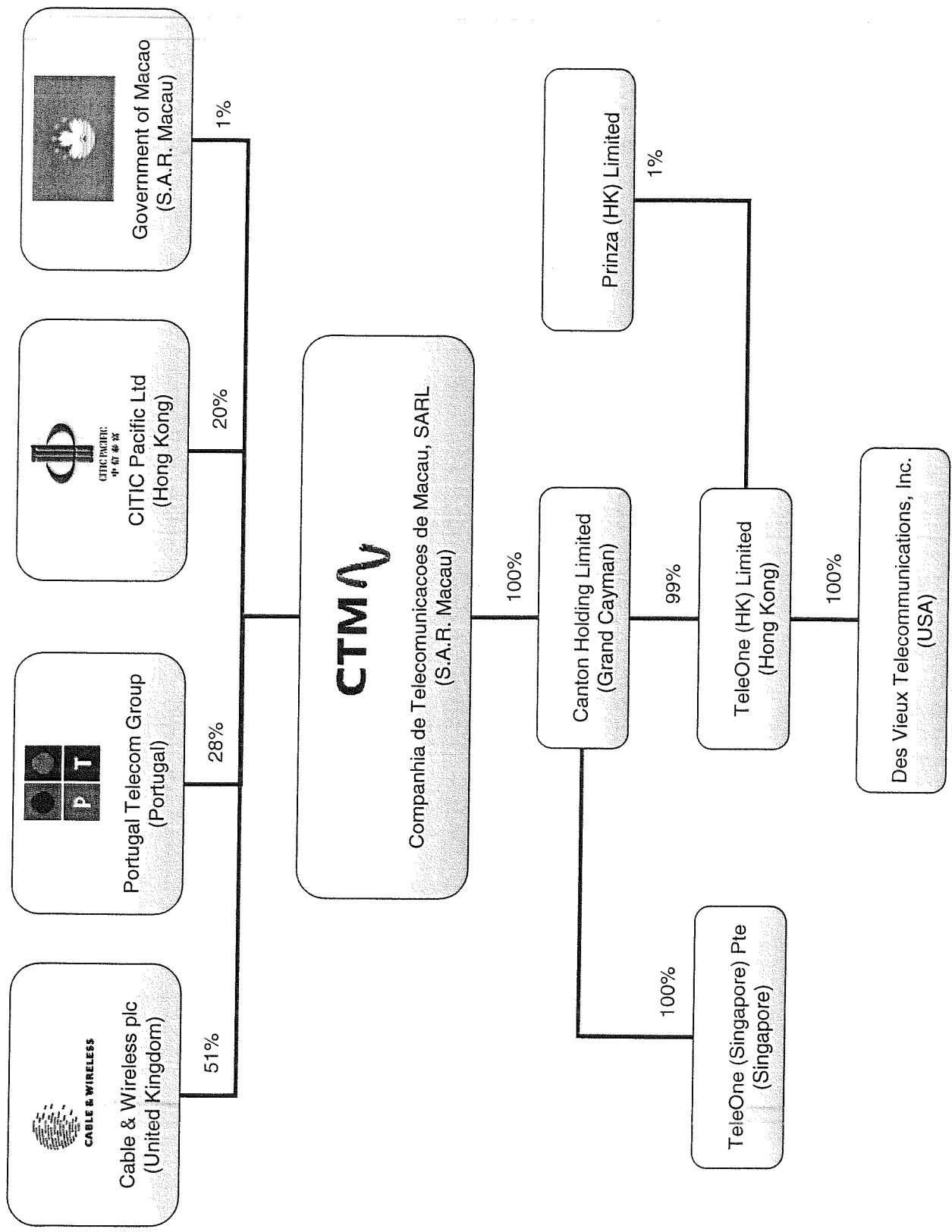


Exhibit B
Post Acquisition Structure of Des Vieux

Change of Control Structure

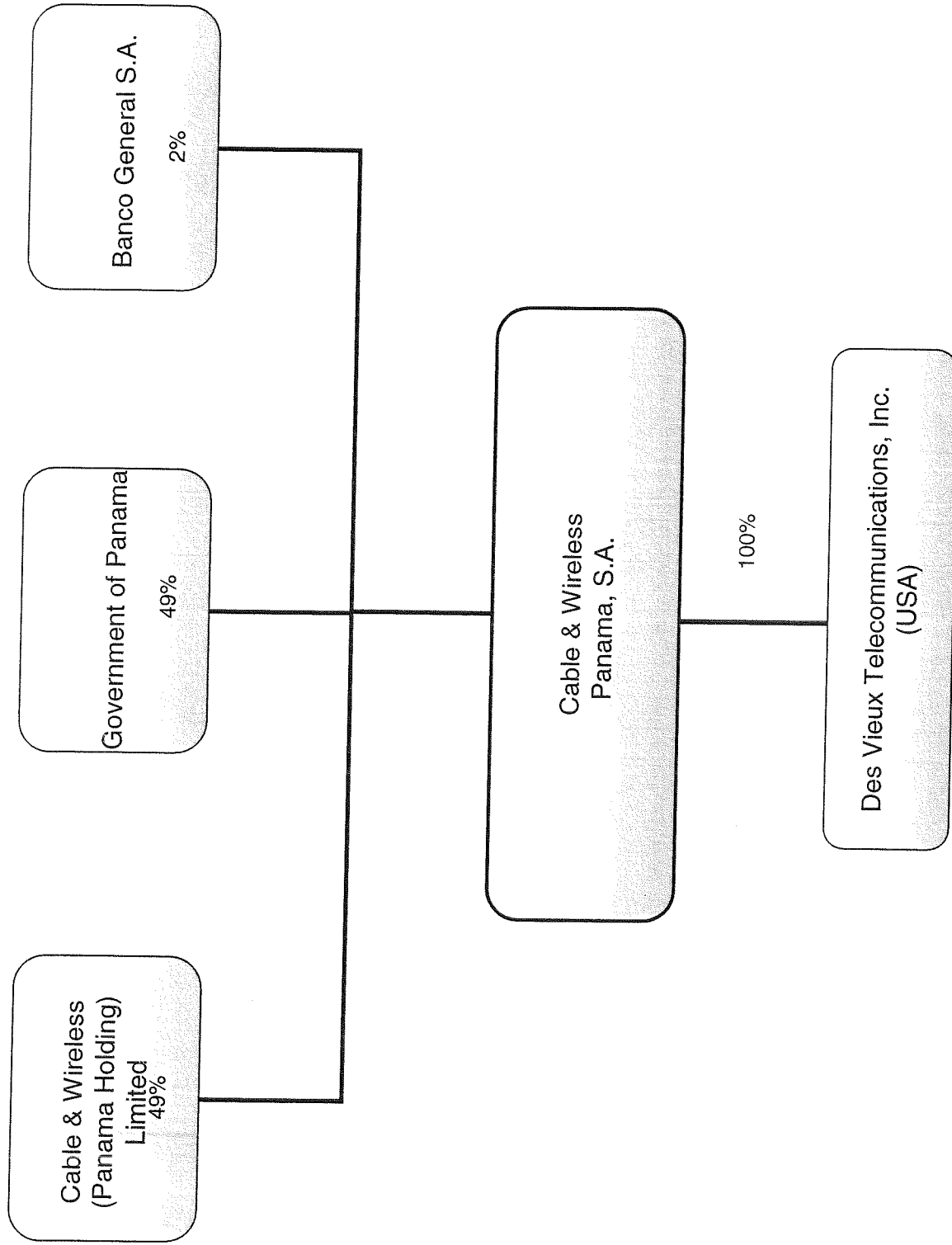


Exhibit C

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	Ascension Island	Yes
Cable & Wireless (Barbados) Limited (C&W (WI) Ltd owns approximately 81%, which is ultimately 100% owned by Cable & Wireless plc)	Barbados	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
Cable & Wireless Panama (Cable & Wireless plc ultimately owns 49%)	Panama	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 (C&W (WI) Ltd owns 100%, which is ultimately 100% owned by Cable & Wireless plc)	St. Lucia	Yes
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
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
China	Shenda Telephone Company Limited
Diego Garcia	Cable & Wireless Plc (Diego Garcia)
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.
Jamaica	Cable & Wireless Jamaica Limited
Macau	Companhia de Telecomunicações de Macau, S.A.R.L.
Maldives	Dhivehi Raajjeyge Gulhum Private Limited (DHIRAAGU)
Montserrat	Cable & Wireless (West Indies) Limited
Panama	Cable & Wireless Panama
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