

Bender, Raymond

From: Bender, Raymond
Sent: Friday, June 30, 2006 6:53 PM
To: David Krech
Cc: 'George Li'; Joann Ekblad; Howard Griboff; Jodi Cooper; Jones, Michael
Subject: North American Communications Limited

Attachments:

As Filed Form 214 Transfer of Control Application.pdf



As Filed Form 214
Transfer of ...

Dear David,

This email follows-up a voice mail I left you this afternoon concerning a transaction Mike Jones of Wilkie Farr and I are working on and which relates to a Section 214 transfer of control application pending before the FCC. We understand you will be out of the office until next Thursday, so we will plan to telephone you then to discuss this matter.

On June 14, while I believe you were out of the office, Mike Jones and I met with George Li, Howard Griboff, Joann Ekblad and Jodi Cooper to describe the application we had filed for transfer of control of two Section 214 authorizations held by North American Communications Limited. North American is a wholly-owned subsidiary of eircom, Ireland's largest telecommunications company and principal provider of domestic and international fixed line telecommunications services in Ireland. North American holds two Section 214 authorizations, one to provide global facilities-based and global resale services between the U.S. and Ireland, and the other for global facilities-based and resale services between the U.S. and all authorized international points excluding Ireland.

The overall transaction involves a transfer of control of eircom (and therefore North American) from the public shareholders of eircom Group to Brown & Babcock Capital Limited ("BCM"), an entity that is publicly traded on the Australian stock exchange. The U.S. portion of this transaction is very small relative to the much larger acquisition by BCM of eircom. Moreover, North American has a very limited presence in the United States. North American provides no services to end user customers in the United States and neither North American nor its parent, eircom, offer any international telecommunications services to consumers or businesses between the U.S. and any other foreign destinations. All of North American's traffic is received from and transmitted to other carriers in connection with peering, interconnection or other traffic exchange arrangements with those carriers.

Attached is a copy of the pending transfer application for your reference. We asked for streamlined processing and the application appeared on public notice on June 23. George indicated at our meeting that he had furnished the application to Team Telecom and that the Executive agencies were asked to submit comments by July 5th.

We indicated at our FCC meeting that we needed an FCC grant in advance of the closing of the transaction, which is scheduled for August 18. We were not aware at the time, however, that our clients actually need FCC approval by July 19, which is five business days before the scheduled July 26 meeting of public shareholders required to approve this transaction. I am providing a copy of this email to people who attended our earlier meeting so that they will know about this earlier date.

We have coordinated closely over the past week or so with Joe Springstein at DOJ and Lou Brenner at DHS and responded today to the standard Questionnaire which they furnished. They indicated that getting sign off from the Executive Branch agencies prior to July 19 was an aggressive schedule, and they certainly could make no promises, but that they would try to help. We discussed the possibility of their approving the issuance by the FCC of an STA by July 19 so that the scheduled shareholder meeting could proceed on July 26, and Joe Springstein indicated that Team Telecom had authorized STAs in certain other cases in

the past, although he made no promises. If an STA approving the transfer can be issued by July 19, we would hope to have full-blown FCC authority by the August 18 closing.

It is our hope that when Team Telecom reviews the responses to their Questionnaire, they will determine either that they have no interest in this transaction or, if they do, that an STA prior to the July 19 deadline would be appropriate given the nature and very limited scope of North American's presence in the United States.

Mike Jones and I would like to discuss with you the pending Section 214 transfer application and the proposed filing of an STA request to facilitate approval of this transaction by July 19. As noted above, we will plan to telephone you after you return to the office next Thursday.

David, thanks very much in advance for your help on this matter.

Ray Bender

Raymond G. Bender, Jr.
Dow, Lohnes PLLC
1200 New Hampshire Ave., N.W.
Washington, D.C. 20036
Tel: (202) 776-2758
Fax: (202) 776-2222

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Joann Ekblad

From: Saldivar-Trotter, Myla R. [Myla.Saldivar-Trotter@ic.fbi.gov]
Sent: Wednesday, August 16, 2006 9:29 AM
To: David Krech; George Li; Joann Ekblad; Mikelles Morra; Susan OConnell
Cc: James Ball
Subject: FCC SStatus update for Eircom application

Hi George, Joann, David, Susan and Mikelle,

Please be advised of the status of the following application:

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

1. North American Communications Limited(NACL)/Eircom Group – ITC-T/C-20060613-00311

Please let me know if you have any questions.

Thanks,
Myla Saldivar-Trotter
FBI

8/16/2006

Mikelle Morra

From: Myla Saldivar-Trotter [msaldiva@leo.gov]
Sent: Wednesday, July 05, 2006 12:41 PM
To: David Krech; George Li; Joann Ekblad; Mikelle Morra; Susan OConnell
Cc: James Ball
Subject: FCC application status for week of 07/03/2006

Dear George, Joann, David, Susan, and Mikelle,

Please be advised of the statuses for the following applications:

Please REMOVE from streamline the following applications:

1. North American-eircom Group, plc/BCM - ITC-T/C-20060613-00311
2. Belgacom International Carrier Services N.V./S.A. - ITC-214-20060614-00315
3. Swisscom /Belgacom -ITC-T/C-20060614-00316

Please be advised that the statuses of all other applications under review remain unchanged.

Thanks,
Myla Saldivar-Trotter
FBI

7/6/2006

Mikelle Morra

From: Mikelle Morra
Sent: Friday, July 07, 2006 1:58 PM
To: 'critt@mofo.com'; 'Kathelijne.winderickx@belgacom.be'; 'rbender@dowlohnes.com'
Cc: George Li; Susan OConnell; David Krech; Joann Ekblad; 'Myla Saldivar-Trotter'; 'jifer@leo.gov'; 'amy.jablonek@usdoj.gov'; 'joseph.springsteen@usdoj.gov'; 'Louis.Brenner@dhs.gov'; Mikelle Morra
Subject: FCC Section 214 Removed from Streamlined

Belgacom International Carrier Services N.V./S.A.
ITC-214-20060614-00315

Babcock & Brown Capital Limited
ITC-T/C-20060613-00311

Belgacom International Carrier Services N.V./S.A.
ITC-T/C-20060614-00316

The above referenced applications were placed on Public Notice on June 23, 2006 for streamlined processing. Since the Public Notice was released, the Commission has been requested by the Executive Branch agencies of the United States that we remove the subject applications from streamlined processing because of foreign ownership issues. Therefore, pursuant to Section 63.12(c)(3) of the Commission's Rules, we have removed these applications from streamlined processing.

Please be advised that your company may not commence operations until the Section 214 authorization is granted. See Section 63.12(d) of the rules, 47 C.F.R. Section 63.12(d). The Executive Branch will contact you or the "Contact" listed on your application directly for further information. You can be assured that your application will be processed expeditiously upon completion of Executive Branch's review. We will notify you by e-mail when your application is granted.

The Public Notice Report No. TEL-01046S (released July 7, 2006), is attached. If you have any questions, please email: Mikelle.Morra@fcc.gov, JoAnn.Ekblad@fcc.gov, Susan.Oconnell@fcc.gov, David.Krech@fcc.gov, and George.Li@fcc.gov or fax to 202-418-2824.

Thank you,

Mikelle Morra
Federal Communications Commission
International Bureau/ Policy Division
202-418-7151

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

Mikelle Morra

From: Veronica Garcia-Ulloa
Sent: Thursday, August 17, 2006 2:36 PM
To: 'rbender@dowlohnes.com'; 'Mjones@WILLKIE.COM'
Cc: George Li; David Krech; Susan OConnell; Joann Ekblad; 'msaldiva@leo.gov'; 'agmsald@ic.fbi.gov'; 'jpifer@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

North American Communications Limited
ITC-T/C-20060613-00311

The above listed application has been granted by Public Notice released August 17, 2006; Report No. TEL-01057, DA 06-1648 (attached).

Thank You,
Veronica Garcia-Ulloa
(202) 418-0481
Veronica.Garcia-Ulloa@fcc.gov
International Bureau/Policy Division

Non-Public: For Internal Use Only

8/21/2006

FCC IBFS - Electronic Filing

Submission_id:IB2006001557

Successfully filed on :Jun 13 2006 12:42:08:893PM

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**Electronic Form 159****Payment Confirmation**

Your transaction has been approved. For your records, please note the following:

REMITTANCE ID NUMBER :	977736
AUTHORIZATION NUMBER :	045838
AMOUNT PAID :	\$895.00

[PRINT FORM 159](#)[CLOSE](#)**Customer Service**[FCC Fees](#)[Web Policies / Privacy Policy](#)[FCC Home Page](#)

If you have any questions or concerns please contact your licensing system help desk.

Remittance ID:977736 Authorization Number:045838

Successful Authorization -- Date Paid: 6/13/06

FILE COPY ONLY!!

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE FORM 159 PAGE NO 1 OF 1		APPROVED BY OMB 3060-059	
(1) LOCKBOX #358115					
SECTION A - Payer Information					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Jason E Rademacher				(3) TOTAL AMOUNT PAID (dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 1200 New Hampshire Ave. NW					
(5) STREET ADDRESS LINE NO. 2 Suite 800					
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036		
(9) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) 202-7762000				(10) COUNTRY CODE (IF NOT IN U.S.A.) US	
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED					
(11) PAYER (FRN) 0015123250		(12) FCC USE ONLY			
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 Babcock & Brown Capital Limited					
(14) STREET ADDRESS LINE NO. 1 Level 39, The Chifley Tower, 2 Chifley Square					
(15) STREET ADDRESS LINE NO. 2 Sydney					
(16) CITY		(17) STATE	(18) ZIP CODE		
(19) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) 061(0)292291800		(20) COUNTRY CODE (IF NOT IN U.S.A.) AS			
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED					
(21) APPLICANT (FRN) 0015160765		(22) FCC USE ONLY			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) FCC Call Sign/Other ID		(24A) Payment Type Code(PTC) CUT		(25A) Quantity 1	
(26A) Fee Due for (PTC) \$895.00		(27A) Total Fee \$895.00		FCC Use Only	
(28A) FCC CODE 1		(29A) FCC CODE 2 IB2006001557			
(23B) FCC Call Sign/Other ID		(24B) Payment Type Code(PTC)		(25B) Quantity	
(26B) Fee Due for (PTC)		(27B) Total Fee		FCC Use Only	
(28B) FCC CODE 1		(29B) FCC CODE 2			

EX PARTE OR LATE FILED

COPY

 Dow Lohnes

Raymond G. Bender
D 202.776.2758 E rbender@dowlohnes.com

July 6, 2006

RECEIVED

JUL - 6 2006

Marlene H. Dortch, Esquire
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Federal Communications Commission
Office of Secretary

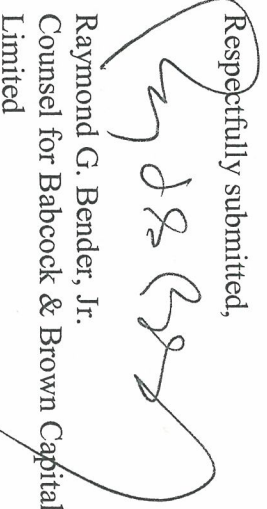
Re: Notice of Written *Ex Parte* Presentation
Application for Transfer of Control of International 214
Authorizations of North American Communications Limited
ITC-T/C-20060613-00311

Dear Ms. Dortch:

Attached hereto is a written *ex parte* presentation regarding the above-referenced application for transfer of control of international section 214 authorizations held by North American Communications Limited, from eircom Group, Plc to Babcock & Brown Capital Limited. Pursuant to Section 1.1206 of the Commission's rules, two copies of this letter and its attachment are being submitted for filing in the above-referenced proceeding. A copy of this letter also has been provided to the individual staff members who received the attached presentation.

Should any question arise with regard to this matter, kindly communicate with the undersigned.

Respectfully submitted,


Raymond G. Bender, Jr.
Counsel for Babcock & Brown Capital
Limited

RGB/vll
Attachment

cc: David Krech
George Li
Joann Ekblad
Howard Griboff
Jodi Cooper

Dow Lohnes PLLC
Attorneys at Law
www.dowlohnes.com

WASHINGTON, DC | ATLANTA, GA

1200 New Hampshire Avenue, NW, Suite 800
Washington, DC 20036-6802
T 202.776.2000 F 202.776.2222

COPY



Raymond G. Bender
D 202.776.2758 E rbender@dowlohnesh.com

August 18, 2006

RECEIVED

AUG 18 2006

Marlene H. Dortch, Esquire
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Federal Communications Commission
Office of Secretary

Re: **ITC-T/C-20060613-00311**
North American Communications Limited
Notice of Consummation

Dear Ms. Dortch:

On behalf of Babcock & Brown Capital Limited ("BCM"), we hereby inform the Commission that all acts necessary to consummate the above-referenced transfer of control of North American Communications Limited, the holder of Section 214 authorizations ITC-214-19981001-00682 and ITC-214-19981015-00711, from the shareholders of eircom Group, plc to BCM, were accomplished as of this date.

Should any questions arise with regard to this matter, kindly communicate with the undersigned.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read 'Ray G. Bender Jr.', written over a horizontal line.

Raymond G. Bender, Jr.

Counsel for Babcock & Brown
Capital Limited

RGB/vll

cc: Michael Jones, Esquire
James Ball
George Li
David Krech
Howard Griboff
Joann Ekblad