

January 5, 2009

**VIA ELECTRONIC FILING**

International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

**Re: CM Tel (USA) LLC; Supplement to International Section 214 Transfer of Control Application (ITC-T/C-20080913-00428)**

Dear Sir or Madam:

CM Tel (USA) LLC ("CM"), by its attorney, hereby provides the enclosed supplement to its International Section 214 Transfer of Control Application (ITC-T/C-20080913-00428) filed September 13, 2008.

Thank you for your assistance. Please feel free to contact me with any questions.

Sincerely,



Joshua T. Guyan

**Attachment**

cc: Sumita Mukhoty, Policy Division, International Bureau, Federal Communications Commission  
(By Email)

CM Tel (USA) LLC (the “Applicant”) hereby submits this Supplement to its International Section 214 Transfer of Control Application (ITC-T/C-20080913-00428) filed on September 13, 2008. That application proposed transferring control of the Applicant from China Motion Telecom International Limited to Pacific Networks Corp. (“Pacific Networks” or the “Transferee”) and remains pending at the Commission. The Transferee is a wholly owned subsidiary of CITIC 1616 Holdings Limited (“CITIC 1616”), a listed company on the Hong Kong Stock Exchange, which is engaged in the provision of telecommunications services with a focus on the Asian market. CITIC Pacific Limited (“CITIC Pacific”) currently indirectly owns approximately 53 percent of, and controls, the Transferee. At the time that the Applicant filed its original application for transfer of control, CITIC Group, indirectly held an interest of approximately 29 percent of CITIC Pacific.

CITIC Group and CITIC Pacific subsequently closed a transaction in which CITIC Group increased its indirect holdings in CITIC Pacific to 57.6 percent. Therefore, CITIC Group’s attributable interest in Pacific Networks also increased from 29 percent to 57.6 percent, which increases CITIC Group’s proposed attributable interest in the Applicant to 57.6 percent.

This Supplement provides a revised response to Questions 10, 11 and 13 (and a corresponding revised Exhibit A Post Transaction Ownership Chart) to reflect the changes.

### **Answer to Question 10**

Section 63.18(c): Correspondence concerning this Application should be addressed to:

Bruce A. Olcott  
Squire, Sanders & Dempsey L.L.P.  
1201 Pennsylvania Avenue, NW, Suite 500  
Washington, DC 20004  
Tel: (202) 626-6615

Section 63.18(d): Pacific Networks Corp. (the “Transferee”) held a Section 214 authorization to provide international resold services to all international points (ITC-214-2007-20070907-00368), however, that authority was surrendered on December 23, 2008 (SUR-NDR-20081223-00049) due to the transaction described above. Pacific Networks is submitting another application for Section 214 authority to provide international resold services. CM Tel (USA) LLC (the “Applicant”) holds a Section 214 authorization to provide facilities-based and resold services to all international points (ITC-214-19990927-00607).

**Answer to Question 11**

The following entities would directly or indirectly own 10 percent or more of the Applicant (*see* Exhibit A):

**Pacific Networks Corp.**

Address: 1201 Pennsylvania Avenue, NW, Suite 500  
Washington, DC 20004  
Principle Business: International resold voice and data  
Place of Incorporation: Delaware  
Shareholding in Applicant: Would directly own and control 100% of the Applicant

**Pacific Choice International Limited**

Address: c/o 8/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principal Business: Investment holding company for systems integration business  
focused in serving telecommunications operators  
Place of Incorporation: British Virgin Islands  
Shareholding in Applicant: Directly owns and controls 100% of Pacific Networks Corp.

**CITIC 1616 Holdings Limited**

Address: 8/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Holding company and performs sales and marketing functions  
primarily for affiliated companies  
Place of Incorporation: Hong Kong  
Shareholding in Applicant: Directly owns and controls 100% of Pacific Choice International  
Limited (resulting in 100% indirect ownership and control of  
Applicant)

**Ease Action Investments Corp.**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company  
Place of Incorporation: British Virgin Islands  
Shareholding in Applicant: Directly owns approximately 48% of CITIC 1616 Holdings  
Limited (resulting in 48% indirect ownership of the Applicant).

**Ferretti Holdings Corp.**

Address: c/o 32/F, CITIC Tower

1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company  
Place of Incorporation: British Virgin Islands  
Shareholding in Applicant: Directly owns and controls 100% of Ease Action Investments Corp. (resulting in 48% indirect ownership of the Applicant).

**Douro Holdings Inc.**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company  
Place of Incorporation: British Virgin Islands  
Shareholding in Applicant: Directly owns and controls 100% of Ferretti Holdings Corp. and indirectly owns an additional 5% of CITIC 1616 Holdings Limited (resulting in 100% attributable interest in and control of Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**CITIC Pacific Communications Limited**

Address: 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company  
Place of Incorporation: Bermuda  
Shareholding in Applicant: Directly owns and controls 100% of Douro Holdings Inc. (resulting in 100% attributable interest in and control of Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**Effectual Holdings Corp.**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company  
Place of Incorporation: British Virgin Islands  
Shareholding in Applicant: Directly owns and controls 100% of CITIC Pacific Communications Limited (resulting in 100% attributable interest in and control of Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**Crown Base International Limited**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company

Place of Incorporation: British Virgin Islands  
Shareholding in Applicant: Directly owns and controls 100% of Effectual Holdings Corp.  
(resulting in 100% attributable interest in and control of Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**CITIC Pacific Limited**

Address: 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Hong Kong-based conglomerate company, the major activities of which are carried out through six divisions: Special Steel and Iron Ore Mining, Property, Aviation, Power and Civil Infrastructure, Communications and Marketing and Distribution  
Place of Incorporation: Hong Kong  
Shareholding in Applicant: Directly owns and controls 100% of Crown Base International Limited (resulting in 100% attributable interest in and control of Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**Rockhampton Investments Limited**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company  
Place of Incorporation: British Virgin Islands  
Shareholding in Applicant: Directly owns approximately 8.5% of CITIC Pacific Limited (resulting in 8.5% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h). This entity need not be listed because its ownership falls below 10%, but it helps to demonstrate the ownership of Mr. Yung Chi Kin below.

**Bloomfield Enterprises Corp.**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company  
Place of Incorporation: British Virgin Islands  
Shareholding in Applicant: Indirectly (through 100% ownership of Rockhampton Investments Limited) owns approximately 8.5% of CITIC Pacific Limited (resulting in approximately 8.5% attributable interest in Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h). This entity need not be listed because its ownership falls below

10%, but it helps to demonstrate the ownership of Mr. Yung Chi Kin below.

**Earnplex Corporation**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong

Principle Business: Investment holding company

Place of Incorporation: Republic of Liberia

Shareholding in Applicant: Indirectly owns less than 1% of CITIC Pacific Limited and directly owns and controls 100% of Bloomfield Enterprises Corp. (resulting in approximately 8.6% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h). This entity need not be listed because its ownership falls below 10%, but it helps to demonstrate the ownership of Mr. Yung Chi Kin below.

**Larry Yung Chi Kin**

Address: 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong

Principle Business: Executive Management

Citizenship: Hong Kong

Shareholding in Applicant: Indirectly owns approximately 2.8% of CITIC Pacific Limited and directly owns and controls 100% of Earnplex Corporation (resulting in approximately 11.4% attributable interest in Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**Honpville Corporation**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong

Principle Business: Investment holdings company

Place of Incorporation: British Virgin Islands

Shareholding in Applicant: Directly owns approximately 8.5% of CITIC Pacific Limited (resulting in approximately 8.5% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h). This entity need not be listed because its ownership falls below 10%, but it helps to demonstrate the ownership of Heedon Corporation below.

**Jetway Corp.**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central

Principle Business: Hong Kong  
Investment holdings company  
Place of incorporation: British Virgin Islands  
Shareholding in Applicant: Directly owns approximately 3.4% of CITIC Pacific Limited (resulting in approximately 3.4% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h). This entity need not be listed because its ownership falls below 10%, but it helps to demonstrate the ownership of Heedon Corporation below.

**Heedon Corporation**

Address: c/o 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company  
Place of Incorporation: Republic of Liberia  
Shareholding in Applicant: Indirectly (through 100% ownership of Honpville Corporation, Jetway Corp. and others) owns and controls approximately 16.4% of CITIC Pacific Limited (resulting in approximately 16.4% attributable interest in Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**CITIC Hong Kong (Holdings) Limited**

Address: 32/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong  
Principle Business: Investment holding company  
Place of Incorporation: Hong Kong  
Shareholding in Applicant: Indirectly owns and controls approximately 4% of CITIC Pacific Limited and directly owns and controls 100% of Heedon Corporation (resulting in approximately 20.4% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**Full Chance Investments Limited**

Address: c/o Capital Mansion  
6 Xinyuan South Road  
Chaoyang District, Beijing 100004  
Principle Business: Investment holding company  
Place of Incorporation: British Virgin Islands  
Shareholding in Applicant: Directly owns approximately 12.4% of CITIC Pacific Limited (resulting in approximately 12.4% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**Newease Investments Limited**

Address: c/o Capital Mansion  
6 Xinyuan South Road  
Chaoyang District, Beijing 100004

Principle Business: Investment holding company

Place of Incorporation: British Virgin Islands

Shareholding in Applicant: Directly owns approximately 12.4% of CITIC Pacific Limited (resulting in approximately 12.4% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**Skyprofit Holdings Limited**

Address: c/o Capital Mansion  
6 Xinyuan South Road  
Chaoyang District, Beijing 100004

Principle Business: Investment holding company

Place of Incorporation: British Virgin Islands

Shareholding in Applicant: Directly owns approximately 12.4% of CITIC Pacific Limited (resulting in approximately 12.4% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**CITIC Group**

Address: Capital Mansion  
6 Xinyuan South Road  
Chaoyang District, Beijing 100004

Principle Business: Investment holding company

Place of Incorporation: People's Republic of China

Shareholding in Applicant: Directly owns and controls 100% of each of CITIC Hong Kong (Holdings) Limited, Full Chance Investments Limited, Newease Investments Limited and Skyprofit Holdings Limited (resulting in approximately 57.6% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

**Assets Supervision and Administration Commission of the State Council of China**

Address: Government of China  
Beijing, China

Place of Incorporation: China

Principal Business: Government

Shareholding in Applicant: Directly owns 100% of CITIC Group (resulting in approximately 57.6% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

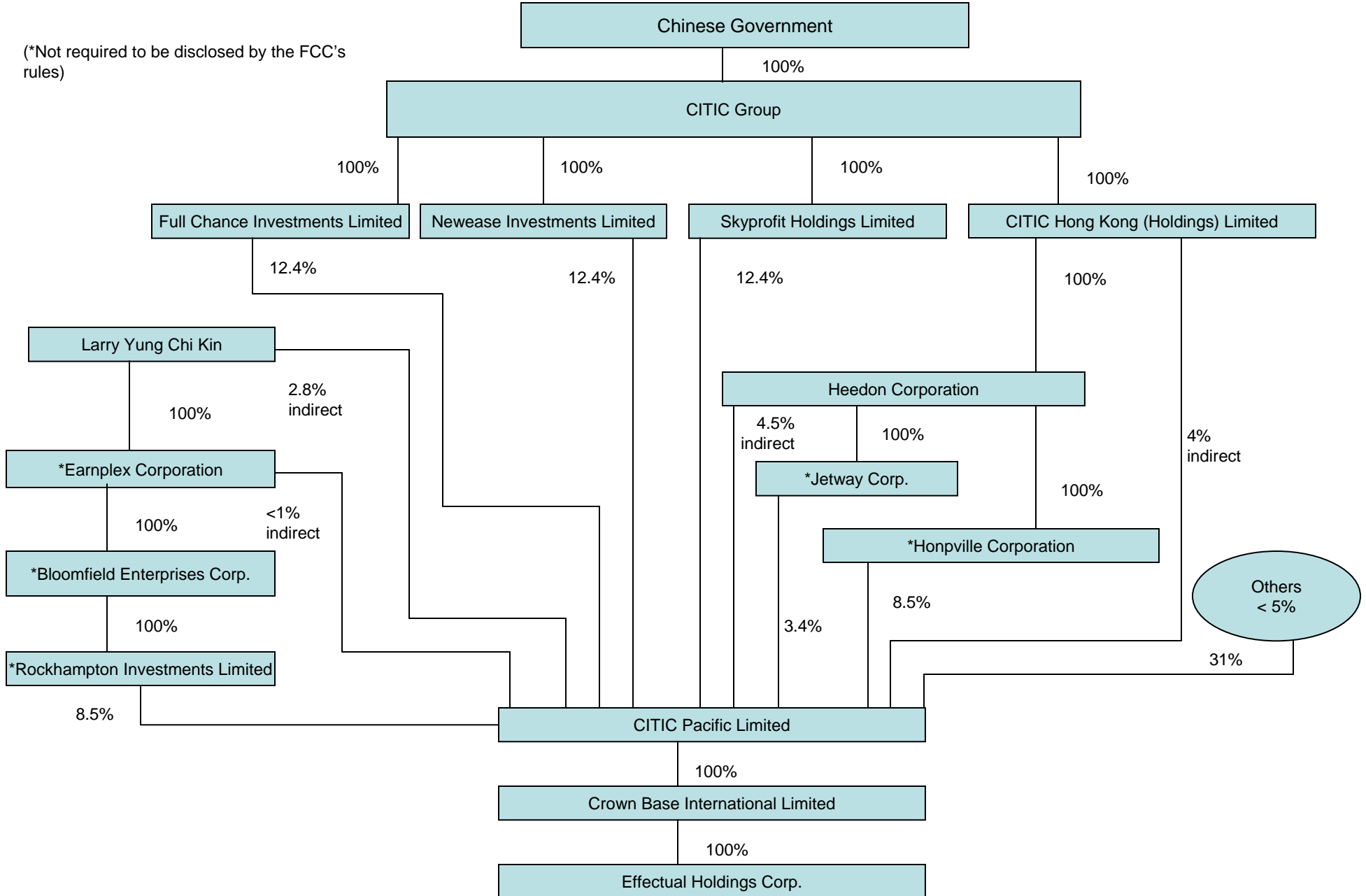


**Answer to Question 13**

Upon approval by the Commission, Pacific Networks Corp., a Section 214 authorization applicant, will acquire the stock of CM Tel (USA) LLC, a Section 214 authorization holder in the United States.

**CM Tel (USA) LLC  
Post-Transaction Ownership Structure**

(\*Not required to be disclosed by the FCC's rules)



CM Tel (USA) LLC  
Post-Transaction Ownership Structure

