

I. INTRODUCTION

FLAG Telecom Group Services Limited (“FLAG”), by counsel and pursuant to Section 63.24(f) of the Federal Communications Commission’s (“FCC” or “Commission”) rules, hereby notifies the Commission of the *pro forma* transfer of ownership interests from and to the entities controlling FLAG.¹ The changes in ownership interests that are the subject of this notification filing resulted from the October 10, 2009 transfer of certain interests held by AAA Communication Private Limited (“AAACPL”) in Reliance Communications Limited (“RCOM”) to AAA Industries Private Limited (“AAAIPL”) and ADA Enterprises and Ventures Private Limited (“ADA”), respectively. This change in ownership interests does not change the ultimate ownership or control of the international Section 214 authorizations held by Vanco US, LLC, (IBFS File No. ITC-214-20070703-00260), Vanco Solutions, Inc. (IBFS File No. ITC-214-20070703-00262) and Reliance Globalcom Services, Inc.² (IBFS File No. ITC-214-20031104-00505). Accordingly, the changes are *pro forma* in nature.

In addition, as set forth below in Section IV(B), by this filing FLAG seeks to inform the Commission of other non-reportable changes in ownership interests that have occurred since its last Commission filing. **Attachment 2** hereto sets forth the corporate structure, with current ownership percentages, reflecting the completion all transactions reported in this filing.

II. ANSWER TO QUESTION 10 – BASIC INFORMATION

A. Contact for Applicant

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B. Applicant 214 Authorizations

FLAG Telecom Group Services Limited does not hold an international Section 214 authorization and is not requesting such authority here.

¹ See 47 C.F.R. § 63.24(f).

² Reliance Globalcom Services, Inc. was formerly known as Yipes Enterprise Services, Inc.

III. ANSWER TO QUESTION 11 – OWNERS OF 10 PERCENT OR GREATER EQUITY OR VOTING INTEREST IN THE APPLICANT³

The following entities and individuals own 10 percent or more of the equity or voting interests⁴ in the Applicant (please also see **Attachment 2** hereto):

Name: Reliance Globalcom BV (“RGBV”) (formerly Reliance Infocom BV)
Address: Amsteldijk 166,
 1079 LH Amsterdam,
Citizenship: The Netherlands
Principal Business: Holding Strategic Investments
Percentage of Equity in Reliance: 100% Direct (through 86.50% direct ownership in Reliance)

Name: Reliance Communications Limited (“RCOM”)
Address: H Block, 1st Floor
 Dhirubhai Ambani Knowledge City
 Navi Mumbai – 400 710
 Maharashtra, India
Citizenship: Incorporated in India
Principal Business: Holding Strategic Investments
Percentage of Equity in Reliance: 100% Indirect (through 100% ownership in RGBV and 1.17% ownership in Reliance)

Name: AAA Communications Private Limited (“AAACPL”)
Address: 3rd Floor, Reliance Energy Centre
 Santa Cruz (East)
 Mumbai – 400 055
 Maharashtra, India
Citizenship: Incorporated in India
Principal Business: Holding Strategic Investments
Percentage of Equity in Reliance: 39.15% Indirect (through 39.15% direct

³ Through operation of the multiplier specified in the note to Section 63.18(h), when calculating attributable interests, wherever the ownership percentage for any link in the ownership chain between a licensee and the ultimate controlling party exceeds 50%, it is to be treated as a 100% interest. See 47 C.F.R. § 63.18, Note to paragraph (h). This multiplier is reflected in the calculations of ownership percentages throughout Section III of this notification.

⁴ Unless otherwise noted, ownership percentages refer to ownership of both equity and voting interests in Reliance.

ownership in RCOM)

Name: Reliance Innoventures Private Limited
("RIVPL")
Address: 3rd Floor, Reliance Energy Centre
Santa Cruz (East)
Mumbai – 400 055
Maharashtra, India
Citizenship: Incorporated in India
Principal Business: Holding Strategic Investments
Percentage of Equity in Reliance: 100% Indirect (through 100% direct
ownership in AAACPL & ABMPL and
0.56% direct ownership in RCOM)

Name: Mr. Anil Ambani
Address: Reliance Center,
19, Walchand Hirachand Marg,
Ballard Estate
Mumbai, India
400038
Citizenship: India
Principal Business: Industrialist
Percentage of Equity in Reliance: 100% indirect (through 67% direct
ownership in RIVPL and 0.09% direct
ownership in RCOM)

Name: Mrs. Kokilaben Ambani
Address: Reliance Center,
19, Walchand Hirachand Marg,
Ballard Estate
Mumbai, India
400038
Citizenship: India
Principal Business: Investor
Percentage of Equity in Reliance: 33.18% indirect (through 33% direct
ownership in RIVPL and 0.23% direct
ownership in RCOM)

Name: AAA Industries Private Limited
("AAAIPL")
Address: 3rd Floor, Reliance Energy Centre
Santa Cruz (East)
Mumbai – 400 055
Maharashtra, India
Citizenship: Incorporated in India

<i>Principal Business:</i>	Holding Strategic Investments
<i>Percentage of Equity in Reliance:</i>	12.11% Direct
<i>Name:</i>	ADA Enterprises and Ventures Private Limited (“ADA”)
<i>Address:</i>	3 rd Floor, Reliance Energy Centre Santa Cruz (East) Mumbai – 400 055 Maharashtra, India
<i>Citizenship:</i>	Incorporated in India
<i>Principal Business:</i>	Holding Strategic Investments
<i>Percentage of Equity in Reliance:</i>	19.11% Indirect (through 90% interest in ADA and AAAIPL)

No other person or entity holds 10 percent or more of the equity or voting interests in the Applicant.

IV. ANSWER TO QUESTION 13 – DESCRIPTION OF THE TRANSACTION

A. Subject Transaction

Prior to the transaction, AAAPCL held a 54.16 percent interest in RCOM, which holds a 100 percent interest in Reliance Globalcom BV (“RGBV”), which holds an 86.50 percent interest in Reliance Globalcom Ltd. (“Reliance”), a company that indirectly controls entities holding three international Section 214 authorizations. On October 10, 2009, AAAPCL transferred 2.84 percent of its interest in RCOM to AAAIPL, which previously held a 4.61 percent interest in RCOM, and another 2.84 percent of its interest in RCOM to ADA, which also previously held a 4.61 percent interest in RCOM. As a result of the subject transaction, AAAIPL and ADA each held a 7.45 percent interest in RCOM, respectively, and AAAPCL held a 48.48 percent interest in RCOM. Since Mr. Anil Ambani previously had, and at the conclusion of the transaction retains, ultimate control, there has been no actual change in the party controlling the international Section 214 authorizations. Since the transaction does not result in a change in the actual controlling party, it should be considered non-substantial or *pro forma*.⁵

B. Recent Non-Reportable Transactions

Reliance has also engaged in two additional transactions, neither of which constitute an assignment or a transfer of control, and are therefore not reportable under 47 C.F.R. § 63.24(c). However, in the interests of full disclosure, Reliance notes the following two transactions for the Commission’s records:

⁵ 47 C.F.R. § 63.24(d), Note 2 states that “assignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof, or vice versa” shall be considered a presumptively *pro forma* transaction, and prior approval from the Commission need not be sought.

1. *Transfer of Additional Interests to AAAIPL and ADA*

On October 31, 2009, AAPCL transferred a separate 4.66 percent of its interest in RCOM to AAAIPL and additionally transferred a separate 4.66 percent of its interest in RCOM to ADA. As a result of this transaction, AAAIPL and ADA now each hold a 12.11 percent interest in RCOM, respectively.

2. *Name Change of Ruthill Holdings Limited to AAA Telecom Holdings Private Limited*

Prior to the October 10, 2009 transaction that is the subject of this filing, Ruthill Holdings Limited changed its name to AAA Telecom Holdings Private Limited. AAA Telecom Holdings Private Limited (formerly known as Ruthill Holdings Limited) holds a non-reportable 1.49 percent interest in RCOM. By this filing, Reliance seeks to inform the Commission of this non-substantive change in company name.

V. ANSWER TO QUESTION 12 – INTERLOCKING DIRECTORATES WITH FOREIGN CARRIERS

After the proposed *pro forma* transfer of ownership interests there will continue to be interlocking directorates with foreign carriers as follows:

<u>Name of the Company</u>	<u>Country</u>	<u>Directors/Officers</u>
FLAG Telecom Group Services Limited	Bermuda	Rod Riley Mike Sauer Owen Best Prakesh Shenoy [♦]
Reliance Globalcom Ltd.	Bermuda	Rod Riley [♦] Prakesh Shenoy [♦] Punit Garg [♦]
Reliance FLAG Telecom Ireland Limited	Ireland	Rod Riley [♦] Harsh Malhotra
FLAG Atlantic UK Limited	UK	Harsh Malhotra Mike Sauer Rod Riley [♦]
Reliance FLAG Atlantic France SAS	France	Mike Sauer

[♦] Mr. Prakesh Shenoy, Mr. Rod Riley and Mr. Punit Garg are only officers in the above companies, as indicated.

FLAG Telecom (Taiwan) Limited	Taiwan	Owen Best Girish Kulai
FLAG Telecom Hellas AE	Greece	Rod Riley Harsh Malhotra Mike Sauer
FLAG Telecom Japan Limited	Japan	Owen Best Girish Kulai
FLAG Telecom Asia Limited	Hong Kong	Owen Best Girish Kulai
Reliance Communications Canada, Inc.	Delaware	Mike Sauer Prakesh Shenoy
FLAG Telecom Servizi Italia Spa	Italy	Harsh Malhotra Girish Kulai

VI. ANSWER TO QUESTION 14 – COUNTRY OF ORGANIZATION

The Applicant is organized under the laws of the country of Bermuda.

VII. ANSWER TO QUESTIONS 15 AND 16 – NON-DOMINANT STATUS OF AFFILIATED FOREIGN CARRIERS

FLAG certifies that it is affiliated with certain foreign carriers, as that term is defined by Section 63.09 of the Commission’s rules, which are subsidiaries of RCOM. These foreign carrier affiliates each have a market share of less than 50 percent in the international transport and the local access markets in the markets in which they operate and therefore are presumptively non-dominant and lacking in market power.⁶ The foreign carrier affiliates are:

<u>Destination Country</u>	<u>Foreign Carrier Affiliate</u>
Hong Kong	FLAG Telecom Asia Limited
Ireland	Reliance FLAG Telecom Ireland Limited
Italy	FLAG Telecom Servizi Italia SpA
Japan	FLAG Telecom Japan Limited
Republic of Korea (South)	Seoul Telenet, Inc.

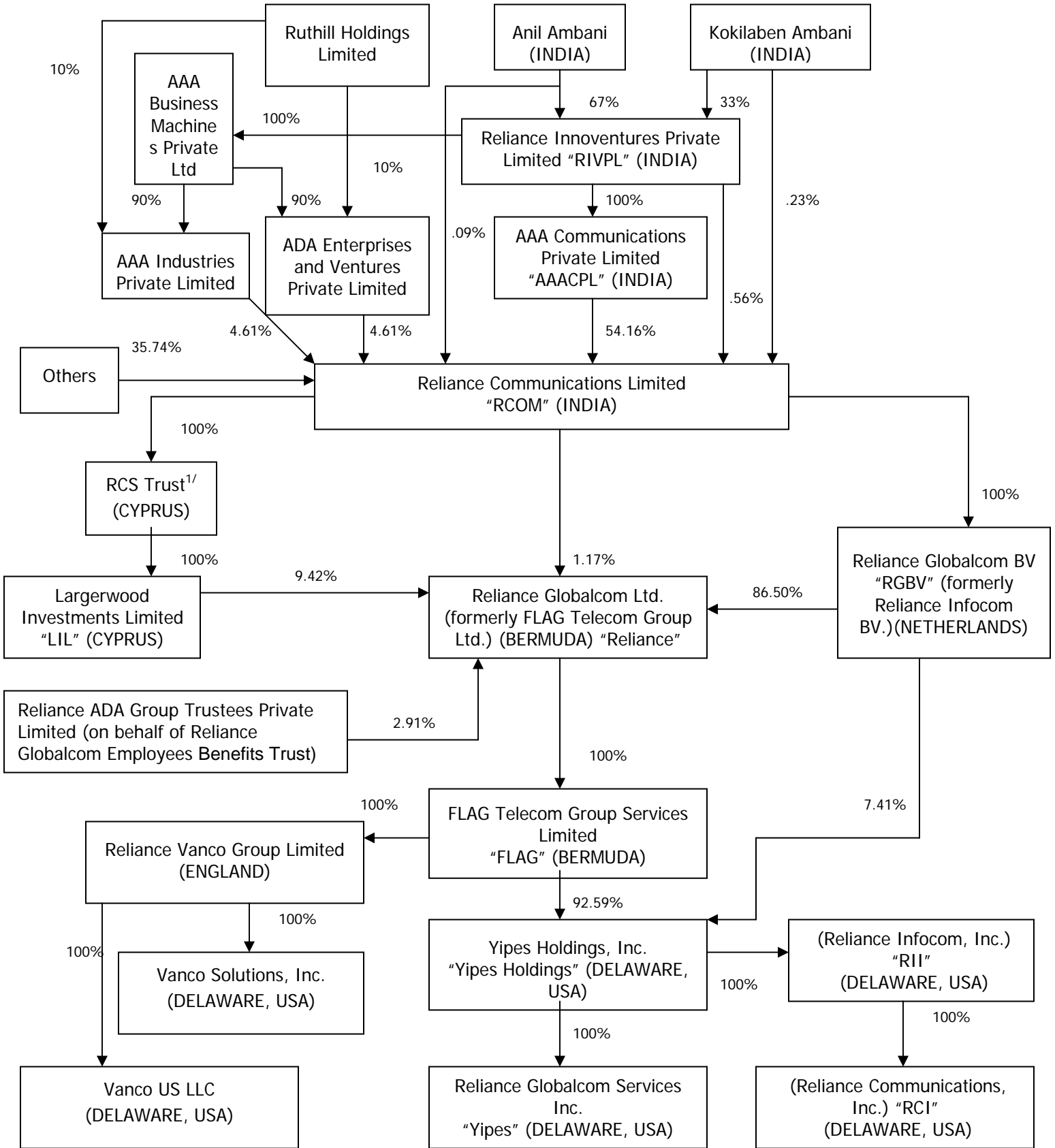
⁶ See 47 C.F.R. §§ 1.767(k)(2), 63.12(c)(1), 63.10(a)(3).

Singapore	FLAG Telecom Singapore Pte. Limited
Taiwan (Chinese Taipei)	FLAG Telecom (Taiwan) Limited
France	Reliance FLAG Atlantic France SAS
United Kingdom	FLAG Atlantic UK Limited

RCOM, an indirect parent company of FLAG, is a foreign carrier authorized to provide competitive wireline and wireless voice and data services in India. FLAG is also affiliated with the foreign carriers specified below. Each such carrier is non-dominant in the competitive markets in which it operates. Specifically, each foreign carrier affiliate has less than a 50 percent market share in the international transport and local access markets in the market in which it operates (and RCOM and its affiliates in the aggregate do not have a 50 percent or greater share of the market for international transport and local access in India). RCOM's foreign carrier affiliates are:

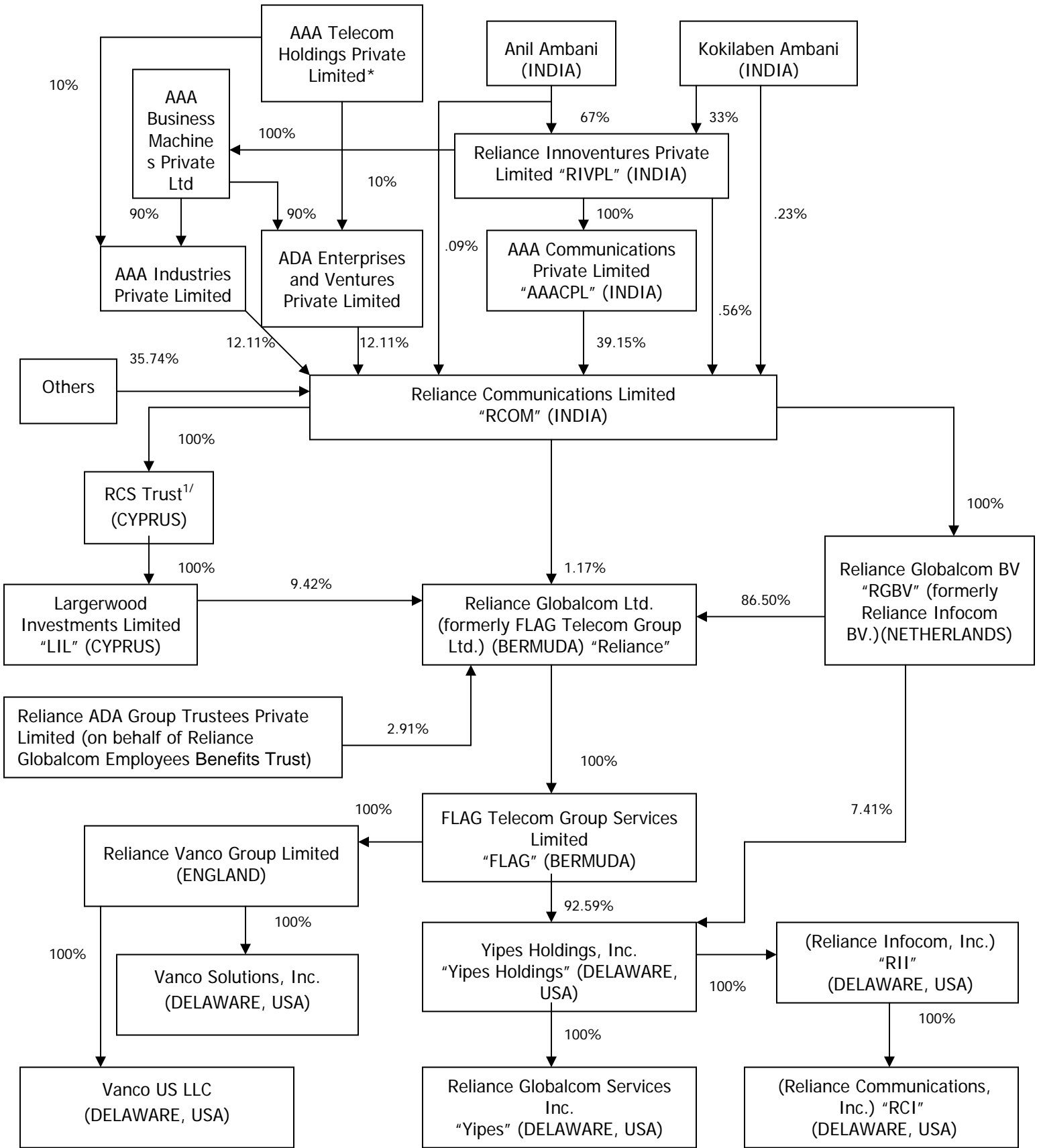
<u>Destination Country</u>	<u>Foreign Carrier Affiliate</u>
India	Reliance Telecom Limited ("RTL") Reliance Communications Infrastructure Limited ("RCIL") Reliance Infratel Limited (Formerly Reliance Telecom Infrastructure Limited)
United Kingdom	Reliance Communications UK Limited
Canada	Reliance Communications Canada, Inc.
Australia	Reliance Communications (Australia) Pty Limited
New Zealand	Reliance Communications (New Zealand) Pte Limited
Singapore	Reliance Communications (Singapore) Pty Limited
Hong Kong	Reliance Communications (Hong Kong) Pty Limited ("RCHKPL")
Malaysia	RCOM SBN BHD

Attachment 1
Pre-Transaction Reliance Corporate Structure



^{1/} The 100% economic interest of the RCS Trust will remain with Reliance/Reliance Subsidiaries.

Attachment 2
Post-Transaction Reliance Corporate Structure



^{1/} The 100% economic interest of the RCS Trust will remain with Reliance/Reliance Subsidiaries.
 * Formerly known as Ruthill Holdings Limited.