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December 8, 2011

VIA IBFS

Marlene Dortch
Secretary
Federal Communications Commission
445-12th Street SW
Washington, D.C. 20554

Re: Notification pursuant to Section 63.24(f) of the Commission's Rules of *Pro Forma* Transactions
Reach Ltd. – File Nos. ITC-20001228-00771 and ITC-214-20070418-00153

Dear Ms. Dortch:

Reach Ltd. ("REACH"), by its attorneys, hereby notifies the Commission of certain *pro forma* transactions pursuant to Section 63.24(f) of the Commission's Rules. This notification concerns internal corporate reorganizations recently undertaken by PCCW Limited ("PCCW"). Prior to these reorganizations, PCCW and Telstra Corporation Limited (ABN 33 051 775 556) ("Telstra") each held a 50 percent indirect ownership interest in REACH.¹

Transfer of control of REACH from Pacific Century Cable Holdings Limited ("PCCH") to HKT Limited ("HKT"). Prior to November 7, 2011, PCCW held its ownership interests in REACH through a holding company, PCCH. On November 7, 2011, PCCH transferred its ownership interests in REACH to a new holding company, HKT.² HKT is a company that was

¹ Telstra is not involved in, and its interests in REACH are not affected by, PCCW's corporate reorganizations. As such, no information regarding the Telstra interests in or ownership of REACH is provided in this notification.

² As appropriate, REACH requests a waiver of the requirement that the holder of Section 214 authority notify the FCC of a *pro forma* transaction within 30 days after the transaction is consummated. REACH's failure to file this notification within the specified timeframe was due to the complexity of the transactions and the need to

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formed under the laws of the Cayman Islands and that is ultimately controlled by PCCW. As such, the transfer of control of REACH from PCCH to HKT was a *pro forma* transaction under the Commission's Rules.

Transfer of control of REACH due to the transfer of control of HKT. On November 24, 2011, the ordinary share capital of HKT was transferred to HKT Management Limited in its capacity as the trustee and manager for the HKT Trust, an investment holding company organized under the laws of the Cayman Islands. HKT Management Limited, a Hong Kong limited liability company, is in turn a direct wholly-owned subsidiary of CAS Holding No. 1 Limited ("CAS Holding"), a British Virgin Islands limited liability company which in turn is a wholly-owned subsidiary of PCCW. This reorganization did not change the beneficial ownership, ultimate control or management of REACH. Accordingly, this transfer of control was also *pro forma*.

Subsequent to this reorganization, on November 29, 2011, PCCW undertook a public offering of certain share-stapled units of the HKT Trust. As a result of the offering, CAS Holding directly (and PCCW indirectly) holds an approximate 68 percent controlling ownership interest in the HKT Trust. As a result of additional distributions to be made to the existing PCCW shareholders and assuming the over-allotment option granted to the international underwriters of the public offering is exercised in full, the ownership interests of CAS Holding in the HKT Trust may be reduced to a controlling 59.9 percent. The remaining ownership interests of the HKT Trust are publicly held. No other person or entity holds a 10 percent or greater ownership interest in the HKT Trust.

In accordance with Section 63.24(f)(2), REACH provides the following information:

- (i) *The information requested in paragraphs (a) through (d) and (h) of §63.18 for the transferee/assignee:*
- (a) The address and telephone number of REACH:

Reach Ltd.
20th Floor, Telecom House
3 Gloucester Road
Wan Chai, Hong Kong
Telephone: 852-2983-3688

coordinate this filing with the related filings of PCCW. REACH apologizes for any inconvenience resulting from its failure to file this notification in a timely manner.

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(b) REACH is an exempted company with limited liability that was organized under the laws of Bermuda.

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

Martin Stone
REACH Ltd
20th Floor, Telecom House
3 Gloucester Road
Wan Chai, Hong Kong
Telephone: 852-2983-3688
Fax: 852-2824-0518
Martin.stone@reach.com

with copy to:

Robert J. Aamoth
Joan M. Griffin
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3050 K Street, N.W.
Washington, D.C. 20007
(202) 342-8400
raamoth@kelleydrye.com
jgriffin@kelleydrye.com

(d) REACH holds international Section 214 authority to provide switched and private line international telecommunications services on a facilities and resale basis (1) to all international points except Kiribati, as granted in FCC File No. ITC-214-20001228-00771 (DA 01-2833, rel. Dec. 6, 2001), and (2) to Kiribati, as granted in FCC File No. ITC-214-20070418-00153 (DA 07-2162, rel. May 24 2007).

(h) REACH is 50-percent owned by HKT Limited, a Cayman Islands limited liability company that is an investment holding company. HKT Limited's address is as follows:

HKT Limited
P.O. Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands

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The following entities hold a 10 percent or greater ownership interest in HKT Limited. An ownership chart depicting the ownership structure of REACH after the restructuring also is attached as Exhibit A.

Name: The HKT Trust
Address: P.O. Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investment holding
Percentage Held: HKT Trust holds directly 100 percent of the ownership interests of HKT Limited.

Name: HKT Management Limited
Address: 39th Floor, PCCW Tower
TaiKoo Place
979 King's Road
Quarry Bay, Hong Kong
Citizenship: Hong Kong
Principal Business: Trustee-manager
Percentage Held: HKT Management Limited serves as trustee-manager of the HKT Trust.

Name: CAS Holding No. 1 Limited
Address: P.O. Box 957
Offshore Incorporations Centre, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: CAS Holding No. 1 Limited holds directly 68 percent of the ownership interests of the HKT Trust³ and 100 percent of the ownership interests of HKT Management Limited.

³ As a result of additional distributions to be made to existing PCCW shareholders and assuming the over-allotment option granted to the international underwriters of the public offering is exercised in full, the ownership interests of CAS Holding in the HKT Trust could decrease to a controlling 59.9 percent.

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Name: PCCW Limited
Address: 38th Floor, Citibank Tower
Citibank Plaza
3 Garden Road
Central, Hong Kong
Citizenship: Hong Kong
Principal Business: Telecommunications
Percentage Held: PCCW Limited holds directly 100 percent of the ownership interests of CAS Holding No. 1 Limited.

Name: China Netcom Corporation (BVI) Limited
Address: P.O. Box 3140
Wickhams Cay 1, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: China Netcom Corporation (BVI) Limited holds directly approximately 18.48 percent of the ownership interests of PCCW Limited.

Name: China Netcom Group Corporation (BVI) Limited
Address: Romasco Place
Wickhams Cay 1, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: China Netcom Group Corporation (BVI) Limited directly holds 100 percent of the ownership interests of China Netcom Corporation (BVI) Limited.

Name: China United Network Communications Group Company, Limited
Address: 21 Jin Rong Street, Xicheng District
Beijing 100033, The People's Republic of China
Citizenship: The People's Republic of China
Principal Business: Telecommunications
Percentage Held: China United Network Communications Group Company, Limited directly holds 100 percent of the ownership interests of China Netcom Group Corporation (BVI) Limited.

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Name: Pacific Century Regional Developments Limited
Address: 6 Battery Road
#38-02 Singapore 049909
Citizenship: Singapore
Principal Business: Investment holding
Percentage Held: Pacific Century Regional Developments Limited beneficially holds an approximate 21.29 percent interest in PCCW Limited.

Name: Pacific Century Group (Cayman Islands) Limited
Address: Scotia Centre, 4th Floor
P.O. Box 2804, George Town
Grand Cayman, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investment holding
Percentage Held: Pacific Century Group (Cayman Islands) Limited beneficially holds an approximate 75.26 percent interest in Pacific Century Regional Developments Limited (37.76 percent of which is held via Anglang Investments Limited, a wholly-owned subsidiary of Pacific Century Group (Cayman Islands) Limited).

Name: Pacific Century International Limited
Address: BCI House, Avarua
Rarotonga, Cook Islands
Citizenship: Cook Islands
Principal Business: Investment holding
Percentage Held: Pacific Century International Limited beneficially holds a 100 percent interest in Pacific Century Group (Cayman Islands) Limited.

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Name: Pacific Century Group Holdings Limited
Address: Romasco Place, Wickhams Cay 1
P.O. Box 3140, Road Town
Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Principal Business: Investment holding
Percentage Held: Pacific Century Group Holdings Limited beneficially holds (i) a 100 percent interest in Pacific Century International Limited; (ii) a 2.13 percent interest in PCCW Limited; and (iii) a 100 percent interest in Borsington Limited, which beneficially holds an approximate 0.49 percent interest in Pacific Century Regional Developments Limited.

Name: Ocean Star Management Limited
Address: Richmond House, 12 Par-la-Ville Road
Hamilton, HM08, Bermuda
Citizenship: Bermuda
Principal Business: Investment holding as trustee of unit trusts
Percentage Held: Ocean Star Management Limited holds directly 100 percent of the issued shares of Pacific Century Group Holdings Limited as trustee for The Ocean Unit Trust and The Starlite Unit Trust.

Name: OS Holdings Limited
Address: Clarendon House, 2 Church Street
Hamilton, HM11, Bermuda
Citizenship: Bermuda
Principal Business: Holding company
Percentage Held: OS Holdings Limited holds directly 100 percent of the issued shares of Ocean Star Management Limited.

No other entity or individual holds a 10 percent or greater ownership or voting interest in REACH as calculated under the Commission's ownership attribution rules.

Each of the following individuals is an officer or director of REACH as well as an officer or director of a foreign carrier:

- Alexander Anthony Arena (HKT Limited)
- Stuart Lee (Telstra Wholesale)
- Poon Philana Wai Yin (HKT Limited)
- Martijn Blanken (Telstra International Group)

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- (ii) *A certification that the transfer of control or assignment was pro forma and that, together with all previous pro forma transactions, it does not result in a change in the actual controlling party.*

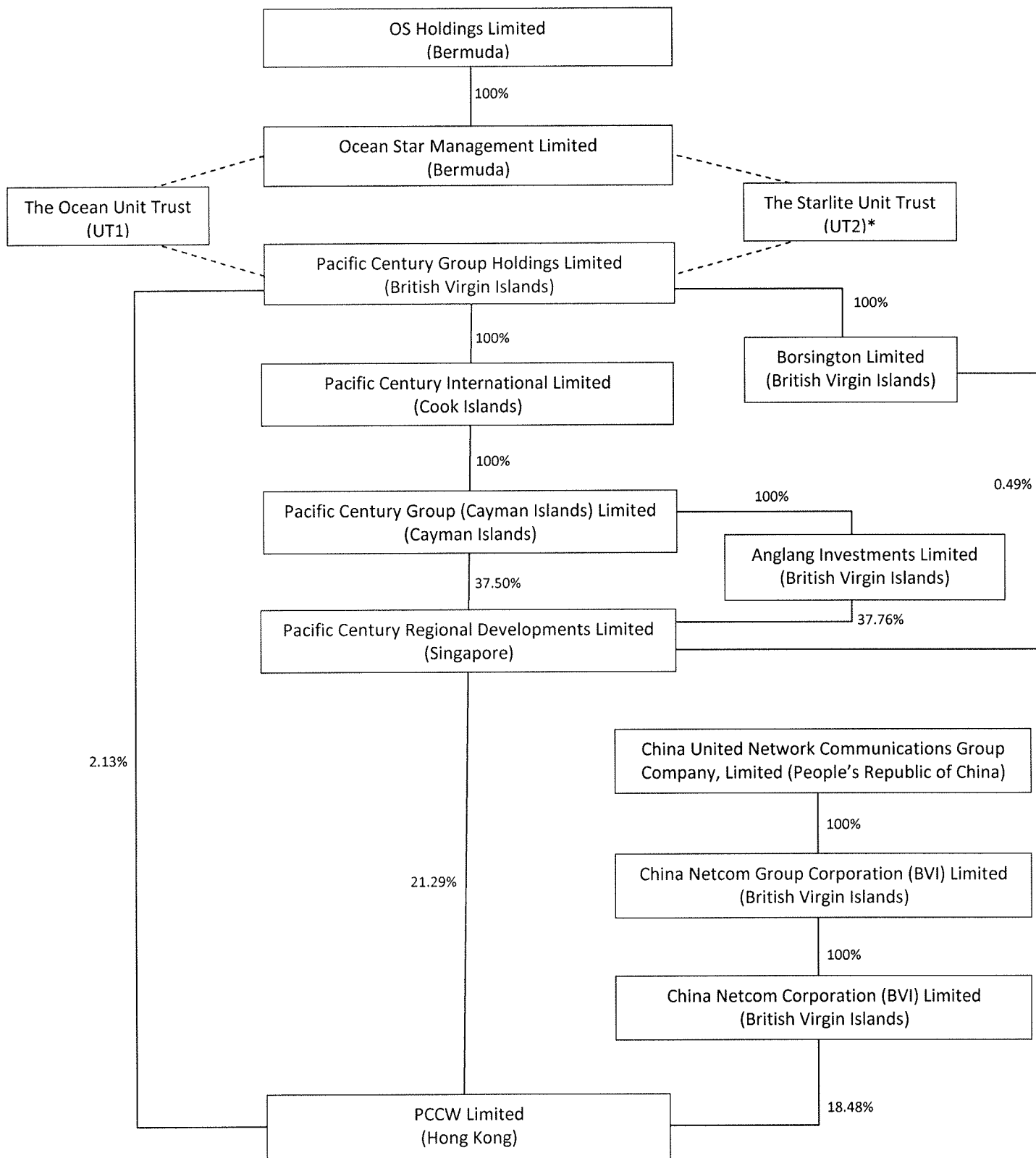
Please see Attachment A.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Aamo", written in a cursive style.

Robert J. Aamo
Joan M. Griffin
Its Attorneys

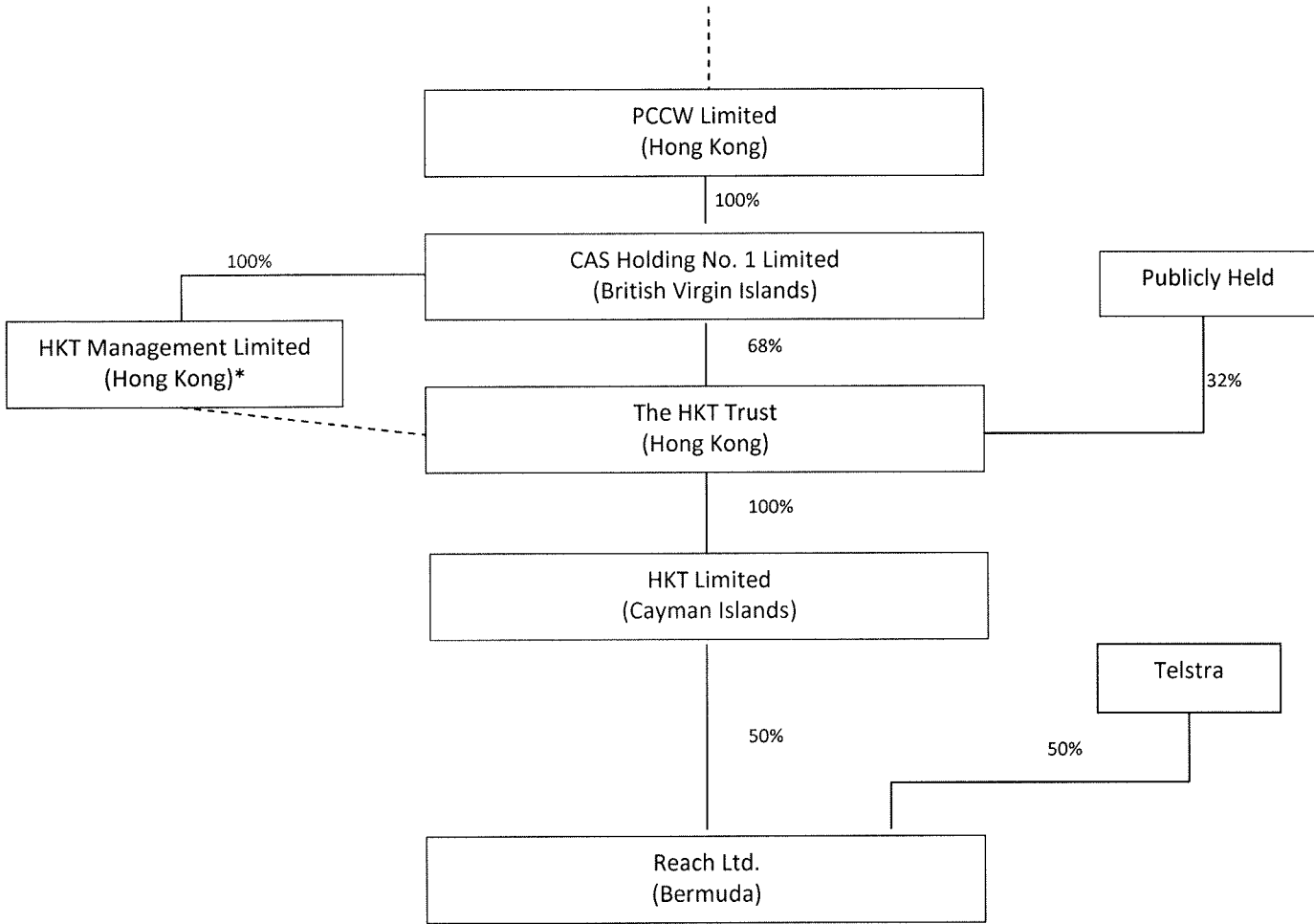
**After PCCW Internal Reorganization, Omitting Telstra Details
(as of December 7, 2011)**



continued on next page

*Ocean Star Management Limited holds shares in Pacific Century Group Holdings Limited as trustee for UT1 and UT2.

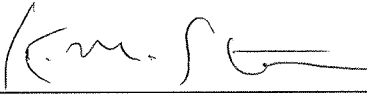
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*HKT Management Limited is trustee and manager of the HKT Trust.

ATTACHMENT A

The undersigned hereby certifies, on behalf of Reach Ltd. and with respect to the foregoing notification of a *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that this transaction, together with all previous *pro forma* transactions, does not result in a change in ultimate control.

By: 

Martin Kenneth Stone
General Counsel

Date: December 7, 2011