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January 26, 2012

VIA ELECTRONIC FILING

Marlene Dortch
Secretary
Federal Communications Commission
445 12 Street, SW
Washington, DC 20554

**Re: Pro Forma Transfer of Control of International Section 214 Authorizations
File No. ITC-214-20090424-00199
ComNet (USA) LLC**

Dear Ms. Dortch:

ComNet (USA) LLC (“ComNet”), pursuant to section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24, hereby notifies the Commission of the *pro forma* restructuring of CITIC Group, the ultimate parent company of ComNet, effective as of December 27, 2012.

As part of a broader corporate reorganization to facilitate financial, business, and administrative objectives, CITIC Group Corporation (formerly known as CITIC Group¹) has taken the several restructuring actions detailed below.

The CITIC Group Restructuring

CITIC Group, the ultimate controlling shareholder of 214 grantee ComNet, has completed a restructuring involving the following:

¹ CITIC Group’s name change accompanied a change in corporate form, as explained below in item (2).

- (1) The transformation of CITIC Group from a state-owned enterprise into CITIC Group Corporation, a state-owned limited liability company, which involved a change of the company's industrial and commercial registration;
- (2) The establishment, along with CITIC Group Corporation's wholly owned subsidiary Beijing CITIC Enterprise Management Co., Ltd., of a new joint stock company, CITIC Limited, to hold a substantial portion of the existing business and assets of CITIC Group, including CITIC Group's existing indirect 60.59% interest in CITIC Telecom International Holdings Limited (formerly CITIC 1616 Holdings Limited), which indirectly holds 100% interest in ComNet; and
- (3) The addition of CITIC Investment (HK) Limited as a wholly owned subsidiary of CITIC Limited as an indirect holder of an approximately 37% interest in CITIC Pacific Limited, an indirect holder of the group's 60.59% interest in CITIC Telecom International Holdings Limited.

Pursuant to 63.24(f), the attached Exhibit A provides responses to 63.18(b), (d), and (h) in connection with the restructuring described above. The current ownership structure resulting from the restructuring is illustrated in the chart attached as Exhibit B.²

ComNet certifies that this assignment is *pro forma* as defined in paragraph (a)(5) of section 63.24 of the Commission's Rules and, together with all previous *pro forma* transactions, does not result in a change of the carrier's ultimate control.

Answer to question 10: ComNet, originally authorized as CM Tel (USA) LLC before a name change,³ is authorized under Section 214 to provide facilities-based and resale service between the United States and all permissible foreign points except China and Hong Kong.⁴ The principal business address, telephone number, and point of contact for ComNet is as follows:

ComNet (USA) LLC
700 S. Flower Street
Suite 750
Los Angeles, CA 90017
Attn: Bruce A. Olcott
(202) 626-6615 – Telephone
(202) 626-6780 – Facsimile
Bruce.Olcott@squiresanders.com

² The chart attached as Exhibit B is an updated and simplified version of the diagram provided with the original applications. Exhibit B shows only those entities in the direct line of control between CITIC Group and grantee ComNet. It omits non-CITIC affiliated organizations that do not possess controlling interests.

³ File No. ITC-214-20090424-00199, *See* Public Notice DA No. 10-499.

⁴ File No. ITC-214-20090424-00199

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Correspondence or communications regarding this notice should be directed to:

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Bruce.Olcott@squiresanders.com – Email

Upon request ComNet is prepared to answer any questions, or present additional information about the reorganization. If you have any questions or require additional information, please call me at (202) 626-6615.

Best regards,

Bruce A. Olcott

36 OFFICES IN 17 COUNTRIES

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Exhibit A

§ 63.18 Equity Owner Information

Pacific Networks Corp.

Address: 700 S. Flower Street
Suite 750
Los Angeles, CA 90017
Principal Business: International resold voice and data
Place of Incorporation: Delaware
Shareholding in Applicant: Directly owns and controls 100% of ComNet.

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 Telecom International Holdings Limited

Address: 8/F, CITIC Tower
1 Tim Mei Avenue, Central
Hong Kong
Principal 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
Applicants)

Silver Log Holdings Ltd.

Address: c/o 32/F, CITIC Tower
1 Tim Mei Avenue, Central
Hong Kong
Principal Business: Investment holding company
Place of Incorporation: British Virgin Islands
Shareholding in Applicant: Directly owns approximately 17% of CITIC Telecom International
Holdings Limited (resulting in 17% indirect ownership of the Applicants)

Onway Assets Holdings Ltd.

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

Place of Incorporation: British Virgin Islands
Shareholding in Applicant: Directly owns and controls 100% of Silver Log Holdings Ltd. (resulting in 17% indirect ownership of the Applicants)

Ease Action Investments Corp.

Address: c/o 32/F, CITIC Tower
1 Tim Mei Avenue, Central
Hong Kong
Principal Business: Investment holding company
Place of Incorporation: British Virgin Islands
Shareholding in Applicant: Directly owns approximately 4.11% of CITIC Telecom International Holdings Limited (resulting in 4.11% indirect ownership of the Applicants).

Ferretti Holdings Corp.

Address: c/o 32/F, CITIC Tower
1 Tim Mei Avenue, Central
Hong Kong
Principal 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 4.11% indirect ownership of the Applicants).

Richtone Enterprises Inc.

Address: c/o 32/F, CITIC Tower
1 Tim Mei Avenue, Central
Hong Kong
Principal Business: Investment holding company
Place of Incorporation: British Virgin Islands
Shareholding in Applicant: Directly owns approximately 39.47% of CITIC Telecom International Holdings Limited (resulting in 39.47% indirect ownership of the Applicants.)

Peganin Corp.

Address: c/o 32/F, CITIC Tower
1 Tim Mei Avenue, Central
Hong Kong
Principal Business: Investment holding company
Place of Incorporation: British Virgin Islands
Shareholding in Applicant: Directly owns and controls 100% of Richtone Enterprises Inc. (resulting in 39.47% indirect ownership of the Applicants.)

Douro Holdings Inc.

Address: c/o 32/F, CITIC Tower

Principal Business: 1 Tim Mei Avenue, Central
Hong Kong
Investment holding company
Place of Incorporation: British Virgin Islands
Shareholding in Applicant: Directly owns and controls 100% of each of Onway Assets Holdings Ltd.,
Ferretti Holdings Corp. and Peganin Corp., and thus indirectly owns
81.69% of CITIC Telecom International 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
Principal 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
Principal 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
Principal 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

Principal Business: 1 Tim Mei Avenue, Central
Hong Kong
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).

CITIC Hong Kong (Holdings) Limited

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

Principal 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

Principal Business: Investment holding company

Place of Incorporation: British Virgin Islands

Shareholding in Applicant: Directly owns approximately 12.342% 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

Principal Business: Investment holding company

Place of Incorporation: British Virgin Islands

Shareholding in Applicant: Directly owns approximately 12.342% of CITIC Pacific Limited (resulting in approximately 12.342% 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
Principal Business: Investment holding company
Place of Incorporation: British Virgin Islands
Shareholding in Applicant: Directly owns approximately 12.342% of CITIC Pacific Limited (resulting in approximately 12.342% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

CITIC Hong Kong (Holdings) Limited

Address: c/o Capital Mansion
6 Xinyuan South Road
Chaoyang District, Beijing 100004
Principal Business: Investment holding company
Place of Incorporation: British Virgin Islands
Shareholding in Applicant: Indirectly owns approximately 20.482% of CITIC Pacific Limited (resulting in approximately 20.482% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

CITIC Investment (HK) Limited

Address: Capital Mansion
6 Xinyuan South Road
Chaoyang District, Beijing 100004
Principal Business: Investment holding company
Place of Incorporation: Hong Kong
Shareholding in Applicant: Directly owns 100% of each of Full Chance Investments Limited, Newease Investments Limited and Skyprofit Holdings Limited, and thus indirectly owns approximately 37.026% of CITIC Pacific Limited (resulting in approximately 20.482% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

CITIC Limited

Address: Capital Mansion
6 Xinyuan South Road
Chaoyang District, Beijing 100004
Principal Business: Investment holding company
Place of Incorporation: People's Republic of China

Shareholding in Applicant: Directly owns 100% of both CITIC Investment (HK) Limited and CITIC Hong Kong (Holdings) Limited, and thus indirectly owns approximately 57.508% of CITIC Pacific Limited (resulting in 100% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

Beijing CITIC Enterprise Management Co., Ltd.:

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

Principal Business: Investment holding company

Place of Incorporation: People's Republic of China

Shareholding in Applicant: Directly owns 0.01% of CITIC Limited, and thus indirectly owns approximately 57.508% of CITIC Pacific Limited (resulting in 100% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).

CITIC Group Corporation

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

Principal Business: Investment holding company

Place of Incorporation: People's Republic of China

Shareholding in Applicant: Directly owns 100% of Beijing CITIC Enterprise Management Co., Ltd, and directly owns 99.9% of CITIC Limited, (resulting in 100% 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 100% attributable interest in the Applicant pursuant to the note to Section 63.18(h)). *See* 47 C.F.R. § 63.18(h).