

Reliance Corporate Information
***Pro Forma* Transfer of Control Application**

Vanco Solutions, Inc.
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212-319-3755

Contact: Michael Sauer

ATTACHMENT 1

Vanco Solutions, Inc. Notification of a *Pro Forma* Transfer of Control August 16, 2014

In accordance with Section 63.24(f) of the Commission's Rules, 47 C.F.R. § 63.24(f), Vanco Solutions, Inc. ("Vanco Solutions") hereby notifies the Commission of a *pro forma* transfer of control that occurred on July 17, 2014 in connection with a reorganization of the Reliance Communications Limited ("RCOM") corporate structure in which Vanco Solutions is an indirect RCOM subsidiary. The reorganization was accomplished through share exchanges amongst RCOM's wholly-owned subsidiaries; specifically, RGL; Reliance Globalcom B.V. ("RGBV"); FLAG Telecom Group Services Limited ("FLAG"); Global Cloud Xchange Limited ("Global Cloud Xchange"), a newly-formed Bermuda company; and GCX Limited ("GCX"), also a newly-formed Bermuda company and a wholly-owned subsidiary of Global Cloud Xchange.¹ These transactions served to insert Global Cloud Xchange and GCX into the ownership chain between RGBV, on the one hand, and FLAG, on the other hand. FLAG owns 100% of Reliance Vanco Group Limited, which in turn owns 100% of Vanco Solutions.

As discussed below, the change in Vanco Solutions' ownership does not change the ultimate ownership and control of Vanco Solutions' international Section 214 authorization. Additionally, Vanco Solutions notifies the Commission of miscellaneous, minor adjustments in share ownership among other entities holding minority interests in RCOM itself.

Response to Question 10 – Contact and Other Information re Transferor and Transferee:

Contact Information for Transferor

Name: Reliance Globalcom BV

Address: Claudedebussylaan 18, 1082
The Netherlands

Citizenship: Organized in The Netherlands

RGBV has not previously received international Section 214 authority from the Federal Communications Commission and is not requesting such authority here.

¹ See Exhibits 1 and 2, respectively, for a depiction of the RCOM corporate structure prior to and immediately subsequent to these transactions.

Contact Information for Transferee

Name: GCX Limited (“GCX”)

Address: Units 1 & 2, Great West Plaza
Riverbank Way
Brentford, Middlesex TW8 9RE
United Kingdom

Tel.: 44-20-8636-1709

Citizenship: Bermuda

GCX has not previously received international Section 214 authority from the Federal Communications Commission and is not requesting such authority here.

Legal Counsel for Transferor/Transferee

Name: Christopher C. Tai
Tai Law Group PLLC

Address: 1330 Connecticut Avenue NW
Washington, DC 20036

Tel.: (202) 480-9810

Response to Question 11: 10% or Greater Owners of Equity of Transferee

The name, address, citizenship, principal business, and ownership percentage of each person or entity that directly or indirectly owns at least ten percent (10%) of the equity of the transferee, GCX, are identified immediately below. The stated percentage ownership for each entity is calculated using the FCC’s attribution rules set forth in the accompanying Note to Rule 63.18 (47 C.F.R. § 63.18(h)). These entities and their relationships are depicted on the attached Exhibits 1 and 2.

Name: Global Cloud Xchange Limited (“Global Cloud Xchange”)

Address: Suite 3901-2, 39F
Lippo Centre, Tower Two
89 Queensway
Hong Kong

Citizenship: Organized in Bermuda.

Principal Business: Holding strategic investments

% Ownership: 100% direct

***Name:* Reliance Globalcom BV**

Address: Claudedebussylaan 18, 1082
The Netherlands

Citizenship: Organized in The Netherlands

Principal Business: Holding Strategic Investments

% Ownership: 100% indirect (through Global Cloud Xchange)

***Name:* Reliance Communications Infrastructure Limited (“RCIL”)**

Address: H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai – 400 710
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Telecommunications

% Ownership: 10.76% indirect (through RGBV and Global Cloud Xchange)

***Name:* Reliance Communications Limited (“RCOM”)**

Address: H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai – 400 710
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Telecommunications

% Ownership: 100% indirect (through RCIL, RGBV and Global Cloud Xchange)

***Name:* AAA Communications Private Limited (“ACPL”)**

Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership: 30.10% indirect (through RCOM, RCIL, RGBV and Global Cloud Xchange)

***Name:* AAA Industries Private Limited (“AIPL”)**

Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership: 12.49% indirect (through RCOM, RCIL, RGBV and Global Cloud Xchange)

Name: **ADA Enterprises and Ventures Private Limited (“AEVPL”)**

Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership: 12.49% indirect (through RCOM, RCIL and Global Cloud Xchange)

Name: **AAA Business Machines Private Limited (“ABMPL”)**

Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership: 24.98% indirect (through AIPL, AEVPL, RCOM, RCIL, RGBV and Global Cloud Xchange)

Name: **Reliance Innoventures Private Limited (“RIPL”)**

Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership: 55.6% indirect (through ACPL, ABMPL, AEVPL, AIPL, RCOM, RCIL, RGBV and Global Cloud Xchange)

Name: **Mr. Anil Ambani**

Address: Reliance Center
19, Walchand Hirachand Marg,
Mumbai, India 40038

Citizenship: India

Principal Business: Industrialist

% Ownership: 55.68% indirect (through RIPL, ACPL, ABMPL, AIPL, AEVPL, RCOM, RCIL, RGBV and Global Cloud Xchange)

Name: **Mrs. Kokilaben Ambani**

Address: Reliance Center
19, Walchand Hirachand Marg,
Ballard Estate
Mumbai, India 40038

Citizenship: India

Principal Business: Investor

% Ownership: 18.538% indirect (through RIPL, ACPL, ABMPL, AEVPL, AIPL, RCOM, RCIL, RGBV and Global Cloud Xchange)

Response to Question 12 – Interlocking Directorates with Foreign Carriers

Following the *pro forma* transfer of control, there is one interlocking directorate between the transferee, GCX, and a foreign carrier. Specifically, one GCX director, William Barney, also serve on the Board of Directors of SpeedCast Limited, a Hong Kong company.

Response to Question 13 – Narrative Description of Intended *Pro Forma* Transfer of Control Transactions

In accordance with Section 63.24(f) of the Commission's Rules, 47 C.F.R. § 63.24(f), Vanco Solutions, Inc. ("Vanco Solutions") hereby notifies the Commission of a *pro forma* transfer of control that occurred on July 17, 2014 in connection with a reorganization of the Reliance Communications Limited ("RCOM") corporate structure in which Vanco Solutions is an indirect RCOM subsidiary. The reorganization was accomplished through share exchanges amongst RCOM's wholly-owned subsidiaries; specifically, RGL; Reliance Globalcom B.V. ("RGBV"); FLAG Telecom Group Services Limited ("FLAG"); Global Cloud Xchange Limited ("Global Cloud Xchange"), a newly-formed Bermuda company; and GCX Limited ("GCX"), also a newly-formed Bermuda company and a wholly-owned subsidiary of Global Cloud Xchange.² These transactions served to insert Global Cloud Xchange and GCX into the ownership chain between RGBV, on the one hand, and FLAG, on the other hand. FLAG continues to own 100% of Reliance Vanco Group Limited, which in turn continues to own 100% of Vanco Solutions.

This change in Vanco Solutions' ownership does not change the ultimate ownership and control of the international Section 214 authorization held by Vanco Solutions but, as just stated, merely inserts GCX and Global Cloud Xchange into the ownership chain between transferor RGBV and FLAG, Vanco Solutions' indirect parent. Vanco Solutions shall continue to be owned and controlled by RGBV through RGBV's 100% ownership of Global Cloud Xchange. In turn, RGBV shall continue to be owned and controlled by RCOM and, ultimately, Mr. Anil Ambani. Accordingly, the change in ownership is presumptively *pro forma* under the Commission's Rules (*see* 47 C.F.R. §63.24(d)).

The transactions described above are illustrated on Exhibits 1 and 2 hereto. Exhibit 1 depicts the RCOM corporate structure as of July 13, 2012 (the date of Vanco Solutions' last Commission notification); Exhibit 2 depicts the RCOM corporate structure as of July 17, 2014, after consummation of the transactions described above. Also depicted on Exhibit 2 are the following miscellaneous minor adjustments in share ownership among other entities holding minority interests in RCOM that have taken place since Vanco Solutions' last Commission notification due to a qualified institutional placement of RCOM shares: (a) AAA Communications Private Limited ("ACPL") reduced its controlling interest in RCOM from 35.03% to 30.10%; (b) Reliance Innoventures Private Limited (controlling parent of ACPL) reduced slightly its direct minority interest in RCOM from 0.60% to 0.52%; (c) each of AAA Industries Private Ltd. and ADA Enterprises and Ventures Private Limited decreased its minority ownership interest in RCOM from 14.535% to 12.49%; (d) public ownership of RCOM increased from 34.98% to 44.13%; (e) Mr. Anil Ambani's direct interest in RCOM was reduced from .09% to .08%; and (f) Mrs. Kokilaben Ambani's direct interest in RCOM was reduced from

² See Exhibits 1 and 2, respectively, for a depiction of the RCOM corporate structure prior to and immediately subsequent to these transactions.

.23% to .19%.

As the transactions through which GCX acquired direct control over FLAG and thus indirectly of Vanco Solutions did not result in any actual change in control over Vanco Solutions, and the various miscellaneous minor adjustments described above did not involve substantial changes in the relative interests of its parent entities, they resulted in a *pro forma* transfer of control as such term is defined in Section 63.24 of the Commission's Rules, 47 C.F.R. § 63.24(d) ("Transfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or *pro forma*."); *see also id*, Note 2 to Paragraph (d) (stating that an "[a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof or vice versa, or where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests" is presumptively *pro forma*).

Vanco Solutions further certifies, as required by Rule 63.24(f)(2)(ii), that these transactions, taken together with all previous transactions, do not result in a change in the ultimate control of Vanco Solutions. *See* 47 C.F.R. § 63.24(f)(2)(ii). As is clear from Exhibits 1 and 2, the transactions described and the minor changes in ownership interests among existing entities at the intermediate level in the RCOM corporate structure above Vanco Solutions do not change the ultimate ownership or control of the international Section 214 authorization held by Vanco Solutions. RCOM continues to be, through its direct and indirect holdings, the ultimate corporate parent of Vanco Solutions and RCOM, in turn, continues to be majority-owned and controlled by Mr. Anil Ambani.³

³ As determined according to the applicable attribution rules, 47 C.F.R. § 63.18 Note to Paragraph (h).