

April 22, 2020

BY ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

*Re: Pro Forma Transfer of Control of International Section 214 Authority, File No.
ITC-214-20031104-00505*

Dear Ms. Dortch:

Pursuant to 47 U.S.C. § 214 and 47 C.F.R. § 63.24(f), the undersigned hereby notify the Commission of the *pro forma* transfer of control of Reliance Globalcom Services, Inc. (“RGSI”) (FRN 0008072803), from FLAG Telecom Group Services Limited (“FTGSL”) (FRN 0016770455), to RGSI’s indirect parent, GCX Limited, Debtor-in-Possession (“GCX Limited DIP”) (FRN 0028867752). RGSI is a provider of domestic and international managed network and private line services, with authority under the file number noted above to provide global facilities-based and resale service, although it currently is not serving any customers. This *pro forma* transfer of control resulted from an internal restructuring (the “*Pro Forma Restructuring*”) as described below.

Specifically, on April 14, 2020, pursuant to a contribution agreement by and between FTGSL and GCX Limited DIP, GCX Limited DIP acquired all the issued and outstanding shares of RGSI’s direct parent, Yipes Holdings, Inc. The parties executed the *Pro Forma Restructuring* to enable FTGSL and other unregulated affiliated debtors to emerge from bankruptcy while RGSI and its regulated affiliates¹ remain in bankruptcy and under the control of GCX Limited DIP until the Commission grants consent for transfer control of RGSI from GCX Limited DIP to

¹ These consist of Vanco US, LLC, Debtor-in-Possession (“Vanco US DIP”), Vanco Solutions, Inc. (“Vanco Solutions”), and Reliance Globalcom Limited, Debtor-in-Possession (“RGL DIP”). In parallel with this notice, Vanco US DIP and Vanco Solutions will file a notice of *pro forma* transfer of control in connection with their respective international Section 214 authority. The *Pro Forma Restructuring* does not affect the ownership or control of RGL DIP.

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a reorganized GCX Limited.² By undertaking the *Pro Forma* Restructuring, FTGSL and GCX Limited DIP will enhance commercial certainty regarding the future of the majority of GCX Limited DIP's operating businesses (most of which operate entirely outside the United States and beyond Commission jurisdiction) and reduce the considerable costs and financing burdens associated with the bankruptcies. At the same time, the two-step emergence expressly recognizes and preserves Commission jurisdiction to review and approve the substantive transfers of control and assignments of Commission-regulated businesses described in the pending Application.

Please see Attachment 1 for the additional information required pursuant to 47 C.F.R. § 63.18 and Attachment 1, Exhibits A and B for diagrams illustrating RGSi's ownership structure immediately prior to and immediately after consummation of the *Pro Forma* Restructuring, respectively.

As required by 47 C.F.R. § 63.24(f), RGSi certifies in the attached certification that this transfer of control is *pro forma* in nature and would not, when considered together with all previous *pro forma* transactions, result in a change of ultimate control of RGSi.

Respectfully submitted,



Kent Bressie
Colleen Sechrest
Counsel to Reliance Globalcom Services, Inc.

Attachments

cc: David Krech
Jodi Cooper

² The parties will separately supplement the substantive transfer-of-control application pending in connection with the bankruptcies of GCX Limited DIP and certain of its subsidiaries in order to reflect changes resulting from the *Pro Forma* Restructuring. See Consolidated Application for Consent to Assign International and Domestic Section 214 Authority, or to Transfer Control of Section 214 Authority Holders, WC Docket No. 20-38, FCC File Nos. ITC-ASG-20200127-00015, ITC-T/C-20200127-00016, ITC-T/C-20200127-00017 (“Application”).

CERTIFICATION

I, Michael Katzenstein, as Chief Restructuring Officer of GCX Limited, Debtor-in-Possession (“GCX Limited DIP”), and its subsidiaries, including Reliance Globalcom Services, Inc. (“RGSI”) hereby certify as follows:

1. I have reviewed the attached *pro forma* transfer-of-control notification and believe that it states fully and accurately the circumstances of the *pro forma* transfer of control of the domestic and international Section 214 authority held by RGSI.
2. The transaction described therein is *pro forma* in nature under the Commission’s rules and, together with all previous *pro forma* transactions, would not result in a change in the ultimate control of RGSI.

I certify under penalty of perjury that the foregoing is true and correct.



Michael Katzenstein
Chief Restructuring Officer
Reliance Globalcom Services, Inc.
c/o FTI Consulting, Inc.
Three Times Square, 9th floor
New York, New York 10036
+1 212 247 1010

Executed April 21st, 2020

ATTACHMENT 1

Answer to Question 10

As required by 47 C.F.R. § 63.18(c)-(d), RGSi states its contact information as follows:

Mr. Michael Katzenstein
Chief Restructuring Officer
Reliance Globalcom Services, Inc. (Delaware)
c/o FTI Consulting, Inc.
Three Times Square, 9th floor
New York, New York 10036
+1 212 247 1010

Correspondence concerning this filing should be sent to Mr. Katzenstein at the address listed above, with a copy to:

Kent Bressie
Colleen Sechrest
Harris, Wiltshire & Grannis LLP
1919 M Street, N.W., Suite 800
Washington, D.C. 20036
+1 202 730 1308
csechrest@hwglaw.com

RGSi is authorized to provide global facilities-based and resale services.³

Answer to Question 11

As required by 47 C.F.R. § 63.18(h), RGSi certifies that it has the following 10-percent or greater voting or equity interest holders:

Yipes Holdings, Inc. (“YIPES”)

Address: 3190 S. Vaughn Way, Suite 550, Aurora, Colorado 80014

Place of Organization: Delaware

Principal Business: holding company

Relationship: YIPES holds a 100-percent voting and economic interest in RGSi.

GCX Limited, Debtor-in-Possession (“GCX Limited DIP”)

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom (registered address at Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM 11, Bermuda)

Place of Organization: Bermuda

Principal Business: holding company

³ FCC File No. ITC-214-20031104-00505.

Relationship: GCX Limited DIP holds a 100-percent voting and economic interest in YIPES.

Global Cloud Xchange Limited (“Global Cloud Xchange”)

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

Place of Organization: Bermuda

Principal Business: holding strategic investments

Relationship: Global Cloud Xchange holds a 100-percent voting and economic interest in GCX Limited DIP.

Reliance Globalcom BV

Address: Claude Debussylaan 18, 1082, Netherlands

Place of Organization: Netherlands

Principal Business: holding company

Relationship: Reliance Globalcom BV holds a 100-percent voting and economic interest in Global Cloud Xchange.

Reliance Communications Infrastructure Limited

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

Place of Organization: India

Principal Business: telecommunications

Relationship: Reliance Communications Infrastructure Limited holds a 10.76-percent voting and economic interest in Reliance Globalcom BV.

Reliance Communications Limited

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

Place of Organization: India

Principal Business: telecommunications

Relationship: Reliance Communications Limited holds a 100-percent voting and economic interest in Reliance Communications Infrastructure Limited, and an 89.24-percent voting and economic interest in Reliance Globalcom BV.

Reliance Communications Enterprises Private Limited (formerly AAA Communications Private Limited)

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

Place of Organization: India

Principal Business: holding company

Relationship: Reliance Communications Enterprises Private Limited holds a 13.22-percent voting and economic interest in Reliance Communications Limited.

Reliance Innoventures Private Limited

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

Place of Organization: India

Principal Business: holding company

Relationship: Reliance Innoventures Private Limited holds a 100-percent voting and economic interest in Reliance Communications Enterprises Private Limited.

Anil Ambani

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

Citizenship: India

Principal Business: industrialist

Relationship: Anil Ambani holds a 20.51-percent direct and indirect interest voting and economic interest in Reliance Communications Limited. Mr. Ambani’s indirect interests are held through Reliance Innoventures Private Limited, Reliance Telecom Infrainvest Pvt Ltd (formerly Telecom Infrastructure Private Finance Ltd), AAA Business Machines Private Ltd., and Reliance Wind Turbine Installators Industries Private Limited (formerly AAA Industries Private Limited), and Reliance Ornatus Enterprises and Ventures Private Limited (formerly ADA Enterprises and Ventures Private Limited).

As RGSi previously informed the Commission, its current ultimate parent, Reliance Communications Limited (“RCOM”) is itself involved in insolvency proceedings in India. RCOM’s interests (and that of its controlling shareholder, Anil Ambani) are fluid and difficult to ascertain. Accordingly, RCOM’s interests are stated as of September 15, 2019, the date on which GCX Limited DIP filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).⁴

Please see Exhibits A and B for diagrams illustrating RGSi’s ownership structure immediately prior to and immediately after the subject *Pro Forma* Restructuring.

Answer to Question 12

GCX Limited DIP certifies that it has no interlocking directorates. RGSi continues to have the following interlocking directorates:

Name: Janet Troxell

Entities: Reliance FLAG Atlantic France SAS, FLAG Telecom Hellas AE, Vanco Sweden AB, Vanco Japan KK, Vanco Deutschland GmbH, Vanco BV, Vanco SAS, Vanco Srl,

⁴ See Application at 2. See also *Pro Forma* Transfer of Control of Domestic and International Section 214 Authorization, File No. ITC-214-20031104-00505, in Connection with Chapter 11 Filings under the U.S. Bankruptcy Code, FCC File No. ITC-T/C-20191004-00163.

Vanco UK Limited, and Vanco GmbH

Name: B.K. Sinha

Entities: FLAG Atlantic UK Limited

Answer to Question 13

Please see accompanying cover letter for a description of the *pro forma* transfer of control that is the subject of this notification.

Stated interests are voting and economic.

FCC licensees are identified in blue; their ultimate Corporate parent, RCOM, is identified in red.

Dashed lines indicate interests preempted by insolvency proceedings. RCOM's interests stated as of September 15, 2019.

Exhibit A GCX Limited, Debtor-in-Possession and Authority Holders Pre-Pro Forma Transaction Ownership Structure

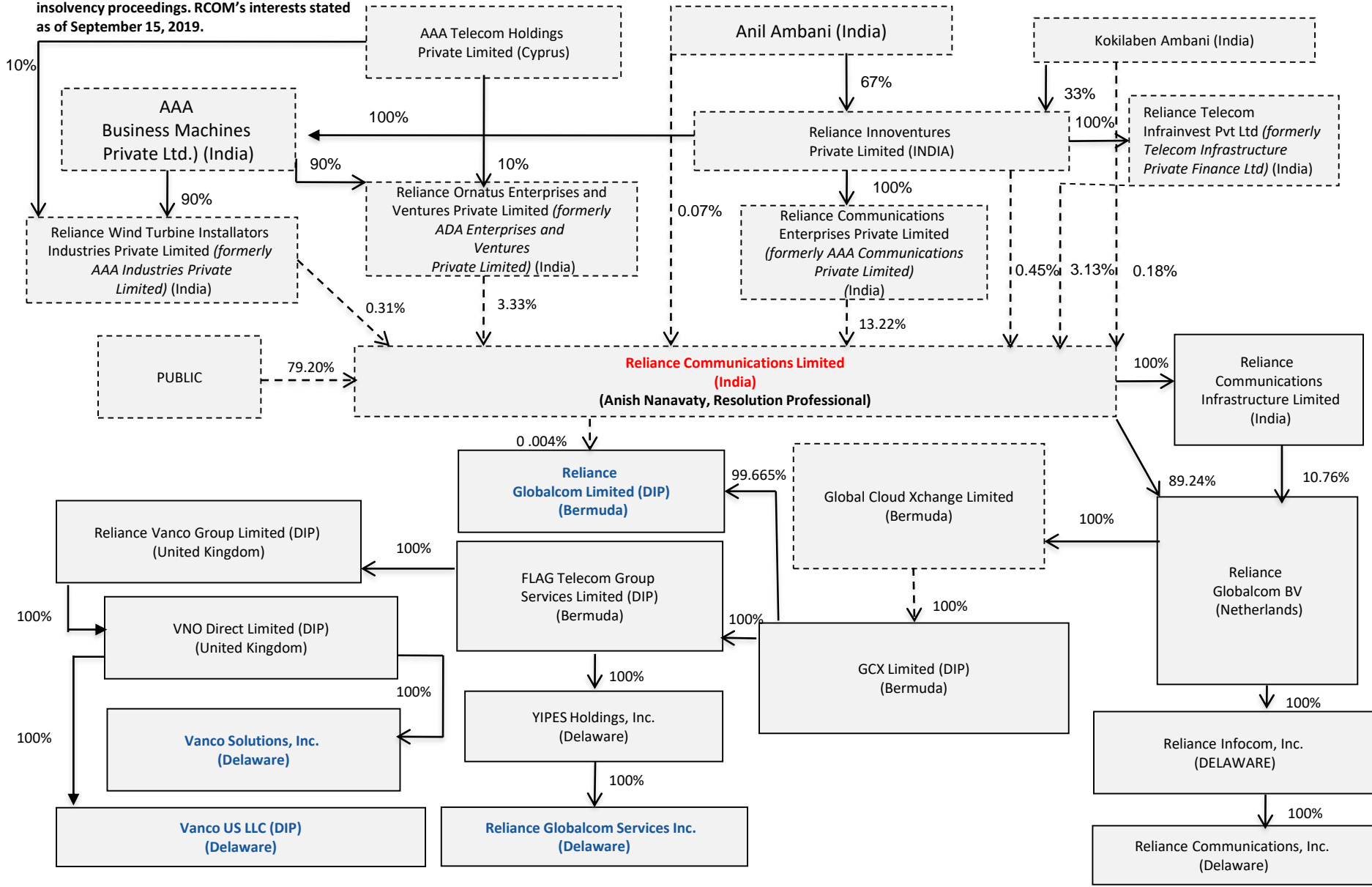
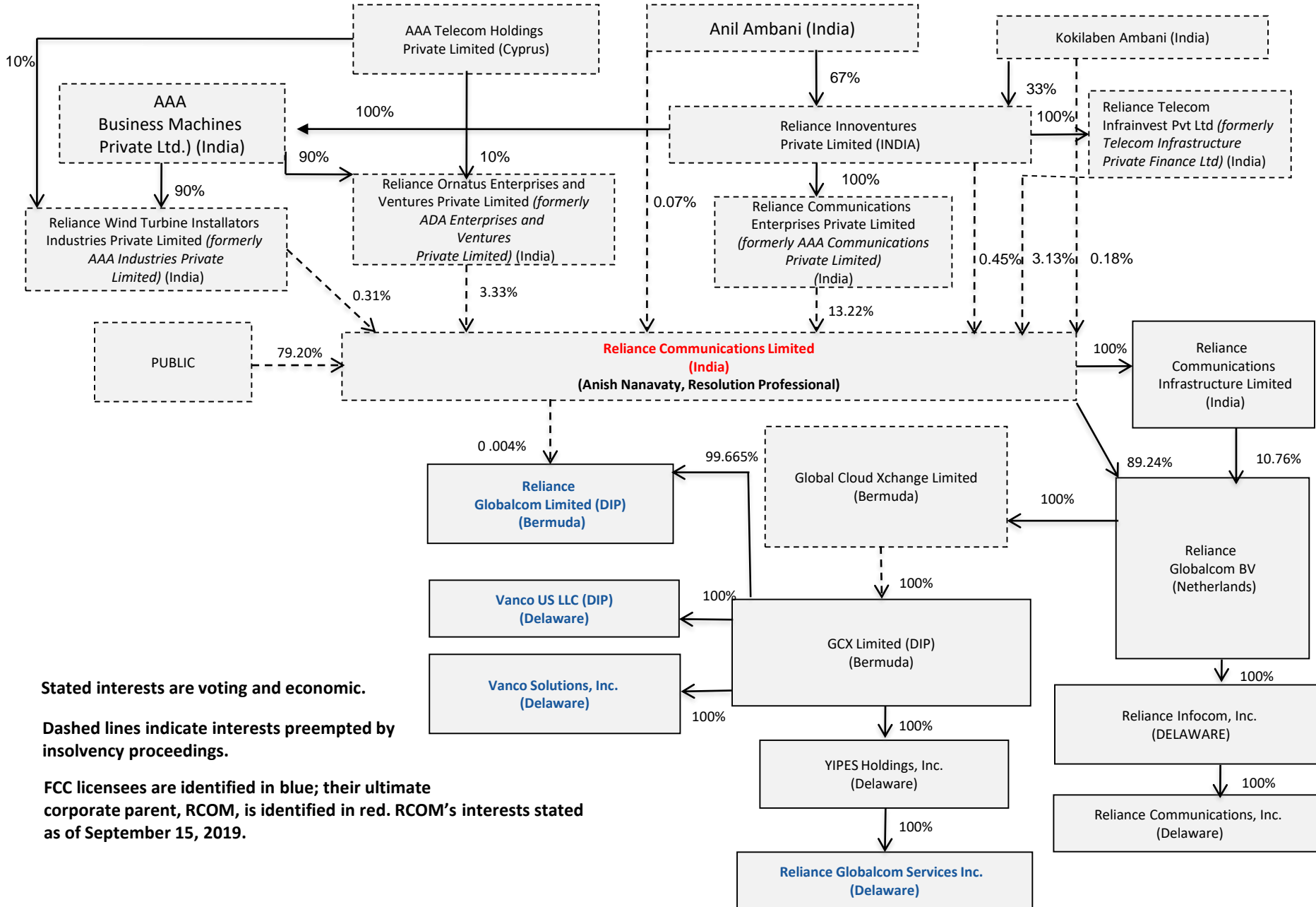


Exhibit B
GCX Limited, Debtor-in-Possession and Authority Holders
Post-Pro Forma Transaction Ownership Structure



Stated interests are voting and economic.

Dashed lines indicate interests preempted by insolvency proceedings.

FCC licensees are identified in blue; their ultimate corporate parent, RCOM, is identified in red. RCOM's interests stated as of September 15, 2019.