

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-214-20070703-00262*

Dear Ms. Dortch:

Pursuant to 47 U.S.C. § 214 and 47 C.F.R. § 63.24(f), the undersigned hereby notifies the Commission of the *pro forma* transfer of control of Vanco US, LLC, Debtor-in-Possession (“Vanco US DIP”) (FRN 0028867695), from VNO Direct Limited (“VNO Direct”) (FRN 0029399847), to Vanco US DIP’s indirect parent, GCX Limited, Debtor-in-Possession (“GCX Limited DIP”) (FRN 0028867752). Vanco US DIP is a provider of domestic and international managed network and private line services, with authorization under the file number noted above to provide global facilities-based and resale international telecommunications services. 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 share purchase agreement by and between VNO Direct and GCX Limited DIP, GCX Limited DIP acquired all the issued and outstanding shares of Vanco US DIP. The parties executed the *Pro Forma* Restructuring to enable VNO Direct, its immediate parents (Reliance Vanco Group Limited and FLAG Telecom Group Services Limited), and other unregulated affiliated debtors to emerge from bankruptcy, while Vanco US DIP and its Commission-regulated affiliates<sup>1</sup> remain in bankruptcy and under the control of GCX Limited DIP until the Commission grants consent for transfer control of Vanco

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<sup>1</sup> These consist of Vanco Solutions, Inc. (“Vanco Solutions”), Reliance Globalcom Services, Inc. (“RGSi”), and Reliance Globalcom Limited, Debtor-in-Possession (“RGL DIP”). In parallel with this notice, Vanco Solutions and RGSi 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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US DIP from GCX Limited DIP to a reorganized GCX Limited.<sup>2</sup> By undertaking the *Pro Forma* Restructuring, VNO Direct Limited 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 Vanco US DIP'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), Vanco US DIP 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 Vanco US DIP.

Respectfully submitted,



Kent Bressie  
Colleen Sechrest  
*Counsel to Vanco US, LLC, Debtor-in-Possession*

Attachments

cc: David Krech  
Jodi Cooper

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<sup>2</sup> 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 Vanco US, LLC, Debtor-in-Possession (“Vanco US DIP”) 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 international Section 214 authority held by Vanco US DIP.
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 Vanco US DIP.

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



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Michael Katzenstein  
Chief Restructuring Officer  
Vanco US, LLC, Debtor-in-Possession  
c/o FTI Consulting, Inc.  
Three Times Square, 9<sup>th</sup> floor  
New York, New York 10036  
+1 212 247 1010

Executed April 21<sup>st</sup>, 2020

## ATTACHMENT 1

### Answer to Question 10

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

Mr. Michael Katzenstein  
Chief Restructuring Officer  
Vanco US, LLC, Debtor-in-Possession (Delaware)  
c/o FTI Consulting, Inc.  
Three Times Square, 9<sup>th</sup> 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

Vanco US DIP is authorized to provide global facilities-based and resale services.<sup>3</sup>

### Answer to Question 11

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

**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

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

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<sup>3</sup> FCC File No. ITC-214-20070703-00262.

**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, 1<sup>st</sup> 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, 1<sup>st</sup> 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 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., 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 Vanco US DIP 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 and Vanco US 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").<sup>4</sup>

Please see Exhibits A and B for diagrams illustrating Vanco US DIP's ownership structure before and after the consummation of the *pro forma* transfer of control.

**Answer to Question 12**

GCX Limited DIP certifies that it has no interlocking directorates. Vanco US DIP 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, Vanco UK Limited, and Vanco GmbH

Name: Andrew Goldie

Entities: FLAG Telecom Deutschland GmbH, FLAG Telecom Nederland B.V., FLAG Telecom España Network SAU, Reliance FLAG Telecom Ireland DAC, FLAG Telecom Hellas A.E., FLAG Atlantic UK Limited, Vanco SP z.o.o., Vanco Sweden AB, Vanco Japan KK,

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<sup>4</sup> See Application at 2. See also Pro Forma Assignment of Domestic and International Section 214 Authorization, File No. ITC-214-20070703-00262, in Connection with Chapter 11 Filings under the U.S. Bankruptcy Code, FCC File No. ITC-ASG-20191004-00162.

Vanco Deutschland GmbH, Vanco BV, Vanco SAS, Vanco UK Limited, Vanco ROW Ltd., Euronet Spain SA, Vanco International Limited, Vanco Srl, Vanco Global Limited, Vanco Switzerland AG, Vanco (Asia Pacific) Pte Ltd, Vanco GmbH, and Vanco Australasia Pty 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





