

## **ATTACHMENT TO NOTICE OF PRO FORMA TRANSFER OF CONTROL OF SECTION 214 AUTHORIZATION**

### **Description of Transfer of Control (Answer to Question 13)**

This notice of a pro forma transfer of control of the International Section 214 authorization held by ComNet (USA) LLC (File No. ITC-214-20090424-00199) is being filed with respect to the pro forma transfer of control of such authorization which was consummated on August 27, 2014. Because more than 30 days have passed since completion of the transfer, this notice is being filed on a *nunc pro tunc* basis.<sup>1</sup>

Such transfer of control resulted from a corporate restructuring of entities owned and/or controlled by CITIC Group Corporation, the ultimate parent entity of ComNet (USA) LLC. Before that restructuring CITIC Group Corporation indirectly controlled more than 50% of the equity and voting power in ComNet (USA) LLC,<sup>2</sup> and after the restructuring CITIC Group Corporation continued to indirectly control more than 50% of the equity and voting power in ComNet (USA) LLC. The transfer of control resulting from the restructuring was therefore pro forma.<sup>3</sup> A chart showing the ownership structure immediately following the restructuring is attached hereto as Exhibit A.

Notice of the pro forma transfer of control was not provided to the Commission in a timely manner due to an inadvertent oversight and there was clearly no attempt to deceive the Commission. Further details regarding the circumstances surrounding the restructuring and the resulting transfer of control are set forth in the Response to Order to Show Cause filed by Pacific Networks Corp. and ComNet (USA) LLC on June 1, 2020.<sup>4</sup>

### **Section 214 Authorization and Principal Contact (Answer to Question 10)**

ComNet (USA) LLC is authorized under Section 214 to provide domestic and international facilities-based and resale services to all international points, except that on U.S.-China and U.S.-Hong Kong routes, ComNet (USA) LLC is “authorized to provide switched services solely through the resale of unaffiliated U.S. facilities-based carriers’ international switched services (either directly or indirectly through the resale of another U.S. resale carrier’s international switched services).”<sup>5</sup>

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<sup>1</sup> See 47 C.F.R. § 63.24(f)(2).

<sup>2</sup> See ITC-T/C-20120126-00030.

<sup>3</sup> 47 C.F.R. § 63.24(d).

<sup>4</sup> *Pacific Networks Corp. and ComNet (USA) LLC, Response to Order to Show Cause*, GN 20-111, ITC-214-20090105-00006 and ITC-214-20090424-00199 (the “OSC Response”) at pp. 33-36.

<sup>5</sup> *International Authorizations Granted; Section 214 Applications (47 C.F.R. § 63.18); Section 310(b)(4) Requests*, File No. ITC-214-19990927-00607, Public Notice, DA No. 09-1114, 24 FCC Rcd 5779, 5784 (2009); *International Authorizations Granted; Section 214 Applications (47 C.F.R. § 63.18); Section 310(b)(4) Requests*, File No. ITC-214-20090105-00006, Public Notice, DA 09-898, 24 FCC Rcd 6379, 6384 (2009).

The principal contact for ComNet (USA) LLC to whom correspondence is to be addressed is its legal counsel:

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Lerman Senter PLLC  
2001 L Street NW, Suite 400  
Washington, DC 20036

**Equity Owner Information (Answer to Question 11)**

The information provided in this section reflects ownership of the ComNet (USA) LLC immediately after completion of the restructuring which resulted in the pro forma transfer of control in August 2014. Since that time, there have been some minor changes in ownership and the addition of two new entities in the ownership structure—All Achieve Investments Limited and its wholly-owned subsidiary Perfect New Holdings Limited—both British Virgin Islands companies, which account for an indirect ownership interest of 3.87% in ComNet (USA) LLC.

In addition, following completion of the restructuring, CITIC Polaris Limited and CITIC Group Limited sold stock of CITIC Limited resulting in the reduction of their aggregate ownership in CITIC Limited from 79.9% to 58.13%.

These changes are reflected in the organization chart attached as Exhibit A to the OSC Response.

**CITIC Group Corporation**

Address: Capital Mansion, 6 Xinyuan Nanlu, Chaoyang District, Beijing 100004, China

Place of Formation/Citizenship: People's Republic of China ("PRC")

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 79.90% ownership in entities which indirectly hold 59.39% ownership in the authorization holder, resulting in 100% attributable interest (see note to 47 C.F.R. § 68.18(h)).

**CITIC Polaris Limited**

Address: P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: British Virgin Islands (“BVI”)

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Holds 48% ownership in CITIC Limited, which indirectly holds 59.39% ownership in the authorization holder.

**CITIC Glory Limited**

Address: P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Holds 29.9% ownership in CITIC Limited, which indirectly holds 59.39% ownership in the authorization holder.

**CITIC Limited**

Address: 32<sup>nd</sup> Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong

Place of Formation/Citizenship: Hong Kong (“HK”)

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 59.39% ownership in the authorization holder.

**CITIC Pacific Limited**

Address: 32<sup>nd</sup> Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 41.13% ownership in the authorization holder.

**CITIC Corporation Limited**

Address: 6 Xinyuan Nanlu, Chaoyang District, Beijing 100004, China

Place of Formation/Citizenship: PRC

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 18.26% ownership in the authorization holder.

**Crown Base International Limited**

Address: Arias Fabrega & Fabrega Trust Co. BVI Limited, Level 1, Palm Grove House, Wickham's Cay 1, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 41.13% ownership in the authorization holder.

**CITIC Investment (HK) Limited**

Address: Room 2118, Hutchison House, 10 Harcourt Road, Hong Kong

Place of Formation/Citizenship: HK

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 18.26% ownership in the authorization holder.

**Effectual Holdings Corp.**

Address: Arias Fabrega & Fabrega Trust Co. BVI Limited, Level 1, Palm Grove House, Wickham's Cay 1, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 41.13% ownership in the authorization holder.

**Silver Log Holdings Ltd.**

Address: Arias Fabrega & Fabrega Trust Co. BVI Limited, Level 1, Palm Grove House, Wickham's Cay 1, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 18.26% ownership in the authorization holder.

**CITIC Pacific Communications Limited**

Address: 32<sup>nd</sup> Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong

Place of Formation/Citizenship: Bermuda

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 41.13% ownership in the authorization holder.

**Douro Holdings Inc.**

Address: Arias Fabrega & Fabrega Trust Co. BVI Limited, Level 1, Palm Grove House, Wickham's Cay 1, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 41.13% ownership in the authorization holder.

**Peganin Corp.**

Address: Arias Fabrega & Fabrega Trust Co. BVI Limited, Level 1, Palm Grove House, Wickham's Cay 1, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 4.03% ownership in the authorization holder.

**Ferretti Holdings Corp.**

Address: Arias Fabrega & Fabrega Trust Co. BVI Limited, Level 1, Palm Grove House, Wickham's Cay 1, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 37.10% ownership in the authorization holder.

**Richtone Enterprises Inc.**

Address: Arias Fabrega & Fabrega Trust Co. BVI Limited, Level 1, Palm Grove House, Wickham's Cay 1, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 4.03% ownership in the authorization holder.

**Ease Action investments Corp.**

Address: Arias Fabrega & Fabrega Trust Co. BVI Limited, Level 1, Palm Grove House, Wickham's Cay 1, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Indirectly holds 37.10% ownership in the authorization holder.

**CITIC Telecom International Holdings Limited**

Address: 25/F., CITIC Telecom Tower, 93 Kwai Fuk Road, Kwai Chung, New Territories, Hong Kong

Place of Formation/Citizenship: HK

Principal Business: Holding Company; sales and marketing primarily for affiliated companies

Equity Interest in Authorization Holder: Indirectly holds 100% ownership in the authorization holder.

**Pacific Choice International Limited**

Address: Akara Bldg., 24 De Castro Street, Wickham's Cay 1, Road Town, Tortola, British Virgin Islands

Place of Formation/Citizenship: BVI

Principal Business: Investment Holding Company

Equity Interest in Authorization Holder: Holds direct 100% ownership of the authorization holder.

**Interlocking Directorates (Answer to Question 12)**

The directors of ComNet (USA) LLC are Cai Da Wei and Li Bing Chi, Esmond. Cai Da Wei and Li Bing Chi, Esmond also serve as directors of CITIC Telecom International Limited, which holds licenses, in its own name or through subsidiaries, to operate as a carrier in the Hong Kong Special Administrative Region of the People's Republic of China.

**EXHIBIT A**

**PACIFIC NETWORKS & COMNET ORGANIZATION CHART AS OF AUGUST 28, 2014**

