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2 September 2005

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Federal Communications Commission  
Office of Secretary

**BY HAND DELIVERY**

Marlene H. Dortch  
Office of the Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20054

*Re: Notification of Pro Forma Assignment of Cable Landing License for the Antilles  
Crossing System, FCC File No. SCL-LIC-20031125-00032*

Dear Ms. Dortch:

Pursuant to Sections 1.767(g)(7) and 63.24(d) of the Commission's rules, Antilles Crossing-St. Croix, Inc. ("ACSC"), hereby notifies the Commission of the *pro forma* assignment of the above-referenced cable landing license following a corporate reorganization.<sup>1</sup> As described below, this corporate reorganization did not affect the ultimate control of this cable landing license.

In this reorganization, consummated on September 1, 2005, Antilles Crossing Limited ("ACL")—the previous owner of the entire Antilles Crossing system—transferred its interests in the Antilles Crossing system to four entities with identical ownership structures:

- (1) ACSC, which will own the U.S.-territory portion of the Antilles Crossing system and use the U.S. landing point of that system;
- (2) Antilles Crossing International, LP ("ACILP"), a Delaware limited partnership which will own the subsea portions of the Antilles Crossing system in international waters;

<sup>1</sup> See 47 C.F.R. §§ 1.767(g)(7), 63.24(d); *Actions Taken Under Cable Landing License Act, Public Notice*, FCC File No. SCL-LIC-20031125-00032 19 FCC Rcd. 446 (Int'l Bur. 2004).

- (3) Antilles Crossing, LP (“ACLP”), a Delaware limited partnership which will own the subsea portion of the Antilles Crossing system in Barbados territorial waters and the Barbados cable station; and
- (4) Antilles Crossing (Saint Lucia) Limited (“ACSTL”), a St. Lucia limited company the subsea portion of the Antilles Crossing system in St. Lucia’s territorial waters and the St. Lucia cable station.

Concurrent with this notification of *pro forma* assignment, ACSC has filed foreign carrier affiliation notifications with respect to ACSTL and TeleBarbados, Inc., pursuant to Section 1.768 of the Commission’s rules.<sup>2</sup> ACLP is not a foreign carrier in Barbados.

ACSC, ACILP, ACLP, and ACSTL all have the following identical ownership structures:

- (1) Leucadia National Corporation (“Leucadia”) owns a 74-percent interest in ACSC, ACILP, ACLP, and ACSTL.<sup>3</sup>
- (2) Light & Power Holdings Ltd. (“LPH”), a publicly-traded Barbados limited company whose shares are listed on the Barbados Stock Exchange, owns a 25-percent interest in ACSC, ACILP, ACLP, and ACSTL; and
- (3) Douglas G. Cunningham, a Canadian citizen, owns a 1-percent interest in ACSC, ACILP, ACLP, and ACSTL.

Leucadia also owns a 36.3-percent interest in LPH, meaning that Leucadia holds a combined direct and indirect interest of 83.07 percent each in ACSC, ACILP, ACLP, and ACSTL.

On September 1, 2005, ACL assigned the above-referenced cable landing license to ACSC. ACSC is a corporation organized under the laws of the U.S. Virgin Islands. The name, address, and telephone number of ACSC are as follows:

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<sup>2</sup> See 47 C.F.R. § 1.768.

<sup>3</sup> As previously noted, Leucadia’s common shares are publicly traded on the New York Stock exchange. See Antilles Crossing Limited, Application for a License to Land and Operate a Private Fiber-Optic Cable System Between the U.S. Virgin Islands, St. Lucia, and Barbados, FCC File No. SCL-LIC-20031125-00032, at 8-9 (filed Nov. 25, 2003) (“ACL Application”); Letter from Kent D. Bressie, Counsel for ACL, to FCC Secretary Marlene H. Dortch, FCC File No. SCL-LIC-20031125-00032, at 2 (Dec. 3, 2003) (“ACL Supplement”). Ian M. Cumming and Joseph S. Steinberg are Leucadia’s only 10-percent-or-greater shareholders. See ACL Application at 9. Messrs. Cumming and Steinberg exercise no individual or joint control over Leucadia, although—as previously disclosed—they do have an oral agreement to consult with each other with respect to elections to Leucadia’s board of directors. See ACL Application at 9; ACL Supplement at 2.

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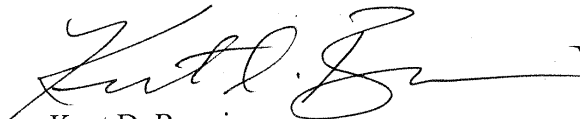
ANTILLES CROSSING-ST. CROIX, INC.  
c/o Dudley, Topper and Feuerzeig, LLP  
P.O. Box 756, 1000 Frederiksberg Gade  
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Commission FRN 0013963624

In the attached certification, ACSC certifies that the assignment of the cable landing license for the Antilles Crossing System from ACL to ACSC was *pro forma* as defined by Section 63.24(d) of the Commission's rules and that, together with all previous *pro forma* transactions (of which there are none), does not result in a change of the licensee's ultimate control.<sup>4</sup> As the Antilles Crossing business was reorganized without any substantial change in beneficial ownership, and because the cable landing license was assigned from ACL to ACSC, a corporation controlled by ACL's controlling stockholder without any substantial change in its interest, the transaction qualifies as presumptively *pro forma* and does not require prior approval by the Commission.<sup>5</sup>

In the attached certification, ACSC also certifies that no party to this notification is subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.<sup>6</sup>

If you have any questions, please do not hesitate to contact me by telephone at +1 202 730 1337 or by email at kbressie@harriswiltshire.com.

Respectfully submitted,



Kent D. Bressie  
Counsel for Antilles Crossing-St. Croix, Inc.

Attachment

cc: Kate Collins  
Susan O'Connell  
Ambassador David Gross (State EB/CIP)  
Kathy Smith (Commerce/NTIA)  
Hillary Morgan (DISA)

<sup>4</sup> See 47 C.F.R. §§ 1.767(g)(7), 63.24(d)

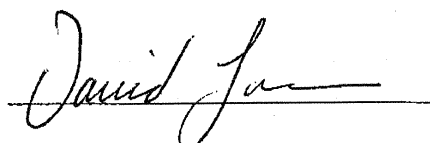
<sup>5</sup> See *id.* n.2.

<sup>6</sup> See 47 C.F.R. §§ 1.767(a)(8), 1.2001-1.2003, and 63.18(o).

## CERTIFICATION

I, David Larsen, Vice-President of Antilles Crossing-St. Croix, Inc. ("ACSC"), do hereby certify that the assignment of the cable landing license for the Antilles Crossing System from Antilles Crossing Limited ("ACL") to ACSC was *pro forma* as defined by Section 63.24(d) of the Commission's rules and that, together with all previous *pro forma* transactions (of which there are none), does not result in a change of the licensee's ultimate control. As the Antilles Crossing business reorganized without any substantial change in beneficial ownership, and because the cable landing license was assigned from ACL to ACSC, a corporation controlled by ACL's controlling stockholder without any substantial change in its interest, the transaction qualifies as presumptively *pro forma* and does not require prior approval by the Commission.

I further certify that no party to this notification is subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

  
David Larsen

2 September 2005