

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

BCE Nexxia Corporation

and

Marine Cable Corporation

Application for Pro Forma Assignment of the
AmeriCan-1 Submarine Cable Landing
License

FCC/NEELON
JAN 31 2007

File No. SCL-_____

**APPLICATION FOR PRO FORMA ASSIGNMENT
OF SUBMARINE CABLE LANDING LICENSE**

BCE Nexxia Corporation (“BCE Nexxia”) and Marine Cable Corporation (“Marine Cable,” and, together with BCE Nexxia, the “Applicants”) hereby request authority under the Submarine Cable Landing License Act for a *pro forma* assignment from BCE Nexxia to Marine Cable of an interest in the America-Canada-1 (“AmeriCan-1”) submarine cable landing license.¹

The Applicants hereby certify that the assignment is *pro forma* in nature because it results from an internal corporate reorganization in which the assignor, BCE Nexxia, and the assignee, Marine Cable, have the same ultimate corporate parent, BCE Inc. *Cf.* 47 C.F.R. § 63.24(a)(5), Note 2 (describing as presumptively *pro forma* in the context of Section 214 license assignments situations in which “there is an assignment from a corporation to a corporation owned or

¹ See FONOROLA Fiber Development Inc. and Leducor Industries Inc., *Cable Landing License*, 13 FCC Rcd 15,663, DA 98-1668, File No. SCL-LIC-19980123-00002 (Int’l Bur., Telecom. Div., rel. Aug. 21, 1998) (AmeriCan-1 License); *see also* 14 FCC Rcd 1961, DA 98-2569, File No. SCL-AMD-19980831-00015 (Int’l Bur., Telecom. Div., rel. Dec. 21, 1998) (authorizing, *inter alia*, a minor change in ownership among the two owners); 14 FCC Rcd 4507, DA 99-601, File No. SCL-AMD-19981112-00026 (Int’l Bur., Telecom. Div., rel. Mar. 31, 1999) (adding Fiberco Telecommunications Corporation as a third licensee); 15 FCC Rcd 3057, DA 00-315, File No. SCL-MOD-19990901-00016 (Int’l Bur., Telecom Div., rel. Feb. 18, 2000) (adding MetroNet Fiber US, Inc., as a fourth licensee).

controlled by the assignor stockholders without substantial change in their interests”); *see also id.* at § 1.767(g)(7) (adopting the definition of *pro forma* set forth in section 63.24 of the Commission’s rules for cable landing license assignments and transfers). The Applicant’s therefore respectfully request that the transaction be approved through the most expedient procedures.²

The *pro forma* assignment is the result of an internal corporate restructuring of BCE Nexxia that became effective on December 31, 2006. The Applicants had planned to notify the Commission of the *pro forma* assignment in accordance with section 1.767(g)(7) of the Commission’s rules. However, the Applicants recently determined that the notification procedure set forth in section 1.767(g)(7) does not apply to *pro forma* assignments of this type because the affected cable landing license was issued originally on August 21, 1998, and the Commission’s notification procedure is applicable only to cable systems first licensed before December 14, 2001, unless the licensee previously sought and secured Commission consent to utilize the notification procedure prospectively, which did not occur here. *See In the Matter of Review of Commission Consideration of Applications under the Cable Landing License Act*, 16 FCC Rcd 22167, 22199-22201 (¶¶ 61-65), FCC 01-332, rel. December 14, 2001. BCE Nexxia’s predecessor company, FiberCo Inc., was not an original licensee of the AmeriCan-1 cable, but became a licensee through a Commission order released March 31, 1999. *Supra*, note 1.

The Applicants respectfully request favorable action on this application and have filed concurrently under separate cover an application for special temporary authority for Marine Cable to operate the AmeriCan-1 cable in the interim. No entity would be adversely affected by

² The Applicants separately notified the Commission on January 30, 2007, of the related *pro forma* assignment from BCE Nexxia to BCE Nexxia Voice Services Corporation of a Section 214 license, as required by section 63.24(f) of the Commission’s rules, 47 C.F.R. § 63.24(f).

this action, as the assignment is *pro forma* in nature. The Applicants submit further that the public interest would be served by authorizing the proposed assignment expeditiously.

To facilitate the processing of this submission, and in accordance with the applicable requirements of section 1.767(a)(11) of the Commission's rules, the Applicants hereby certify the following (the numeric references below correspond to the requirements for applications set forth in section 1.767(a) of the Commission's rules):

(1) The assignor is BCE Nexxia Corporation, and the assignee is Marine Cable Corporation. Both entities share the following business address and telephone number: 1821 Walden Office Square, Suite 400, Schaumburg, IL, 60173; (847) 303-7200.

(2) Both the assignor and the assignee are corporations organized under the laws of the State of Delaware.

(3) Correspondence concerning this application for both the assignor and assignee should be addressed to the following:

Joel S. Winnik
Yaron Dori
Hogan & Hartson L.L.P.
555 Thirteenth Street NW
Washington, DC 20004
Tel.: (202) 637-5600
Fax: (202) 637-5910
E-mail: jswinnik@hhlaw.com
ydori@hhlaw.com

with a copy to:

Jonathan Blakey
Assistant General Counsel, Regulatory Law
Bell Canada
110 O'Connor Street, 14th Floor
Ottawa, Ontario K1P 1H1
Tel.: (613) 785-6358
Fax: (613) 785-2152
E-mail: jon.blakey@bell.ca

(4)-(5) A complete description of the AmeriCan-1 submarine cable, including its type, number of channels, capacity, and a specific description of its landing points, is a matter of public record. *See supra*, note 1. No change to the AmeriCan-1 submarine cable is sought here.

(6) AmeriCan-1 is licensed as a non-common carrier cable system. This application does not seek to change this regulatory classification.

(7) BCE Nexxia is a joint licensee of AmeriCan-1, along with Ledcor Industries Inc., Rogers Communications, Inc., and MetroNet Fiber US, Inc. Only BCE Nexxia's interest in AmeriCan-1 is affected by the assignment. BCE Nexxia owns an undivided 25 percent interest in the landing stations and a 25 percent interest in the transmission capacity (12 of 48 strands) of AmeriCan-1. Under the *pro forma* assignment authorization requested, that interest transfers to Marine Cable.

(8) The proposed transaction would not create any new affiliations with foreign carriers. Marine Cable is affiliated (within the meaning of 47 C.F.R. § 63.09(e)) with foreign carriers in Canada and provides the following information and certifications required by sections 63.18(h) through (k) and (o) of the Commission's rules, 47 C.F.R. §§ 63.18(h)-(k), (o), as appropriate:

§ 63.18(h): The following are the names, addresses, citizenship, and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of Marine Cable:

BCE Holding Corporation

Address: Corporation Trust Ctr, 1209 Orange Street, Wilmington, Delaware, 19801

Citizenship: Delaware

Principal Business: Holding Company

Relationship: 100 percent owner of Marine Cable Corporation

Bell Canada

Address: 1050 Côte du Beaver Hall, Bureau 1600, Montréal, Québec, Canada, H2Z 1S4

Citizenship: Canada

Principal Business: Information and Communications Technology

Relationship: 100 percent owner of BCE Holding Corporation

Bell Canada Holdings Inc.

Address: 1000 rue de La Gauchetière Ouest 3700, Montréal, Québec, Canada, H3B 4Y7

Citizenship: Canada

Principal Business: Information and Communications Technology,
Holding Company

Relationship: 100 percent owner of Bell Canada

BCE Inc.

Address: 1000 rue de La Gauchetière Ouest 3700, Montréal, Québec, Canada, H3B 4Y7

Citizenship: Canada

Principal Business: Information and Communications Technology,
Holding Company

Relationship: 100 percent owner of Bell Canada Holdings Inc.

A diagram of the vertical ownership of Marine Cable both before and after the internal corporate reorganization is attached to this application as Exhibit A.

Marine Cable shares the following interlocking directorates with foreign carriers:

NAME OF MARINE CABLE CORPORATION OFFICER/DIRECTOR	FOREIGN CARRIER FOR WHOM OFFICER/DIRECTOR DUTIES ALSO ARE PERFORMED
Timothy D. Houghton	Bell Canada
Alain F. Dussault	Bell Express Vu Inc. Northwestel Mobility Inc. Bell Mobility Inc.

§ 63.18(i): Marine Cable hereby certifies that it is affiliated with foreign carriers in Canada.

§ 63.18(j): The AmeriCan-1 cable system lands in Canada. Marine Cable hereby certifies that it is affiliated with the following Canadian telecommunications carriers: Bell Aliant Regional Communications, Limited Partnership; Bell Conferencing Inc.; Bell Canada; Bell Mobility Inc.; Northwestel Mobility Inc.; Virgin Mobile Canada; Infosat Communications Inc.; Northern Telephone Advanced Communication Limited; NorthernTel, Limited Partnership; Télébec, Société en commandite; Northwestel Inc.; Latitude Wireless Inc.; Mobile Satellite Ventures (Canada) Inc.; and Telesat Canada. The transaction for which authorization is sought would not change any of these affiliations.

§ 63.18(k): Canada is a member of the World Trade Organization.

§ 63.18(o): Pursuant to sections 1.2001 through 1.2003 of the Commission's rules, the Applicants certify that no party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(9) Marine Cable accepts and will abide by the routine conditions specified in section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g), consistent with the information set forth in this application.

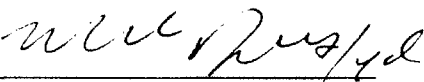
Conclusion

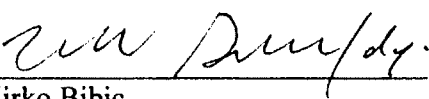
For the reasons discussed herein, the Applicants respectfully request that the Commission grant authority for the proposed *pro forma* assignment expeditiously and using procedures appropriate in light of the non-substantial nature of this assignment.

Respectfully submitted,

BCE Nexxia Corporation

Marine Cable Corporation

By: 

By: 

Mirko Bibic
Vice-President, Regulatory Matters
Floor 14
110 O'Connor Street
Ottawa, Ontario
K1P 1H1 Canada

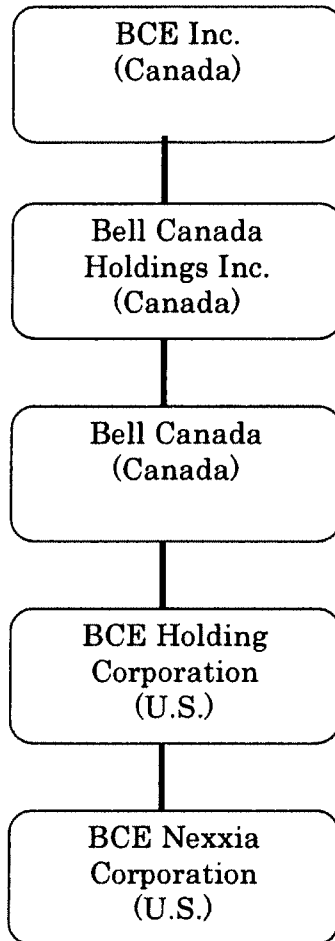
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Attorneys for the Applicants

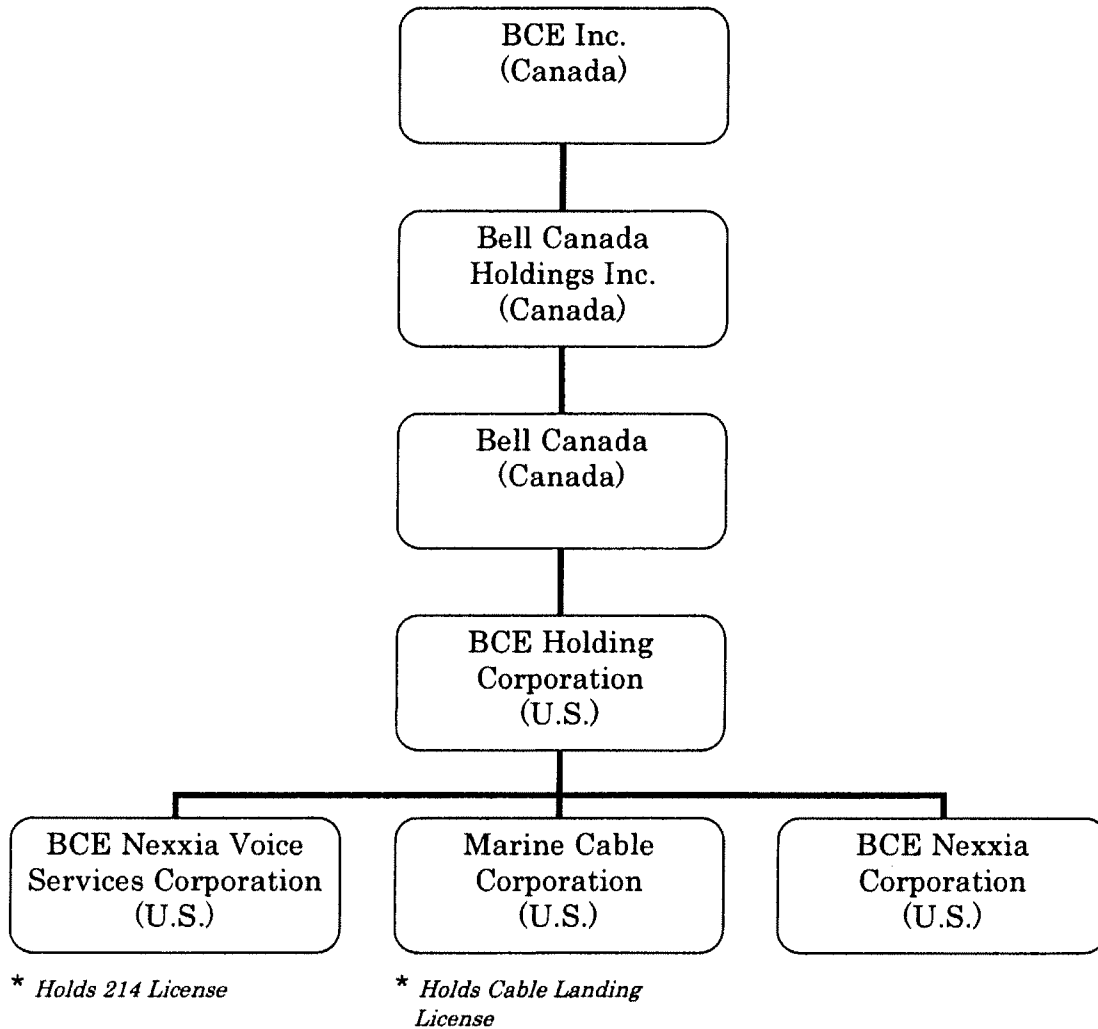
Dated: January 31, 2007

Pre-Transaction



* *Holds 214 and Cable
Landing Licenses*

Post-Transaction



READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

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(1) LOCK BOX # 358115		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Hogan & Hartson L.L.P.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 555 Thirteenth Street, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20004-1109
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-637-5458		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003-7278-72		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Marine Cable Corporation			
(14) STREET ADDRESS LINE NO. 1 1821 Walden Office Square			
(15) STREET ADDRESS LINE NO. 2 Suite 400			
(16) CITY Schaumburg		(17) STATE IL	(18) ZIP CODE 60173
(19) DAYTIME TELEPHONE NUMBER (include area code) 847-303-7200		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0016-0470-03		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____ the bearer of this check,			