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August 12, 2009

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

**Re: FLAG Telecom Network USA Limited
Application for Cable Landing License
File No. SCL-LIC-20070329-00006
Supplemental Filing -- Notice of Pro Forma Transfer of Control of Applicant**

Dear Ms. Dortch:

FLAG Telecom Network USA Limited (the “Applicant”) hereby supplements the above-referenced submarine cable landing license application¹ to advise the Commission that on July 13, 2009 a pro forma transfer of control took place concerning the Applicant. This pro forma transfer resulted from a corporate reorganization transaction that eliminated an intermediate entity in the ownership chain between the Applicant and its ultimate corporate parent, Reliance Communications Limited (“RCOM”).

More specifically, Reliance Globalcom BV (“RGBV”) holds an 86.50 percent direct interest in Reliance Globalcom Limited (“Reliance Globalcom”), which, in turn, holds a 100% indirect interest in Applicant. Prior to the transaction, Reliance Gateway Net Limited (“RGNL”) held a 90 percent direct interest in RGBV, while RCOM held a 10 percent direct interest in RGBV. RGNL also held a 1.17% direct interest in Reliance Globalcom.²

¹ The application was placed on Public Notice on December 26, 2007 (*see* FCC Report No. SCL-00051NS) and remains pending.

² *See* Exhibit 1 for a diagram depicting the corporate structure prior to the pro forma transaction.

Ms. Marlene H. Dortch
August 12, 2009
Page 2

After the corporate reorganization transaction was consummated on July 13, 2009, RGNL was merged into RCOM, making RCOM the direct holder of all interest (i.e., 100 percent) in RGBV. In addition, the 1.17% direct interest in Reliance Globalcom that had been held by RGNL is now held by RCOM. Reliance Globalcom continues to hold a 100 percent indirect interest in Applicant. Thus, the effect of the transaction was the removal of the intermediate company (RGNL) in the ownership chain between Reliance Globalcom and RCOM, and therefore, between the Applicant and RCOM.³

The transaction does not change the ultimate ownership or control of the Applicant. RCOM continues to be the ultimate corporate parent of the Applicant, and RCOM, in turn, continues to be majority-owned and controlled by Mr. Anil Ambani.

As this transaction (1) resulted in no actual change in control over the Applicant; and (2) merely removed an intermediate company from the ownership chain above the Applicant, the transaction was pro forma as defined in Section 63.24 of the Commission's Rules. *See* 47 C.F.R. § 1.767 (g)(7) (requiring a notice of a pro forma transfer of control concerning a submarine cable landing licensee to include a certification that the transaction was pro forma as defined in Section 63.24; *see also* 47 C.F.R. § 63.24(d) ("Transfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or pro forma."); *see also id.*, Note 2 to Paragraph (d) ("Assignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof, or vice versa" and "Corporate reorganization that involves no substantial change in the beneficial ownership of the corporation" are presumptively pro forma).

For the Commission's information, the Applicant also wishes to inform the Commission of three additional ownership transfers, none of which constitute an assignment or a transfer of control under 47 C.F.R. § 63.24(c), but which the Applicant notes nevertheless for the Commission's records.⁴

1. *ESOP Stock Issuance*

On August 14, 2008, Reliance Globalcom issued 30,000,000 additional shares (equal to a 2.91 percent interest) under its Employee Stock Ownership Plan to Reliance ADA Group Trustees Private Ltd. ("RADA") on behalf of Reliance Globalcom Employee Benefits Trust. As a result of this issuance of shares, there was a dilution of ownership of other shareholders. The following ownership percentages in Reliance Globalcom resulted from the stock issuance to RADA: (i) Largerwood Investments Limited ("LIL") held 19.42 percent; (ii) RGBV held 76.5 percent; (iii) RGNL held 1.17 percent; and (iv) RADA held 2.91 percent.

³ *See* Exhibit 2 for a diagram depicting the corporate structure after the pro forma transaction.

⁴ All of these changes are reflected in the diagrams in Exhibits 1 and 2.

Ms. Marlene H. Dortch
August 12, 2009
Page 3

2. *Transfer of Shares from LIL to RGBV*

On December 31, 2008 LIL transferred 10 percent of its ownership interest in Reliance Globalcom to RGBV. As a result of this transfer, LIL now holds a 9.42 percent interest in Reliance Globalcom, while RGBV holds an 86.50 percent interest in Reliance Globalcom.

3. *Transfer of Interests to AAACPL and AAAIPL*

On June 26, 2009, AAA Communications Private Limited (“AAACPL”) transferred 4.61 percent of its 63.38 percent interest in RCOM to AAA Industries Private Limited (“AAAIPL”), a company controlled by Reliance Innoventures Private Limited (“RIVPL”), which is controlled by Mr. Anil Ambani. AAACPL transferred a further 4.61 percent of its 63.38 percent interest in RCOM to ADA Enterprises and Ventures Private Limited (“ADAEV”), a company controlled by RIVPL, which is controlled by Mr. Anil Ambani. As a result of these transfers, AAACPL’s ownership in RCOM was reduced from 63.38 percent to a still-controlling 54.16 percent.

If you have any questions regarding this supplement, please contact the undersigned.

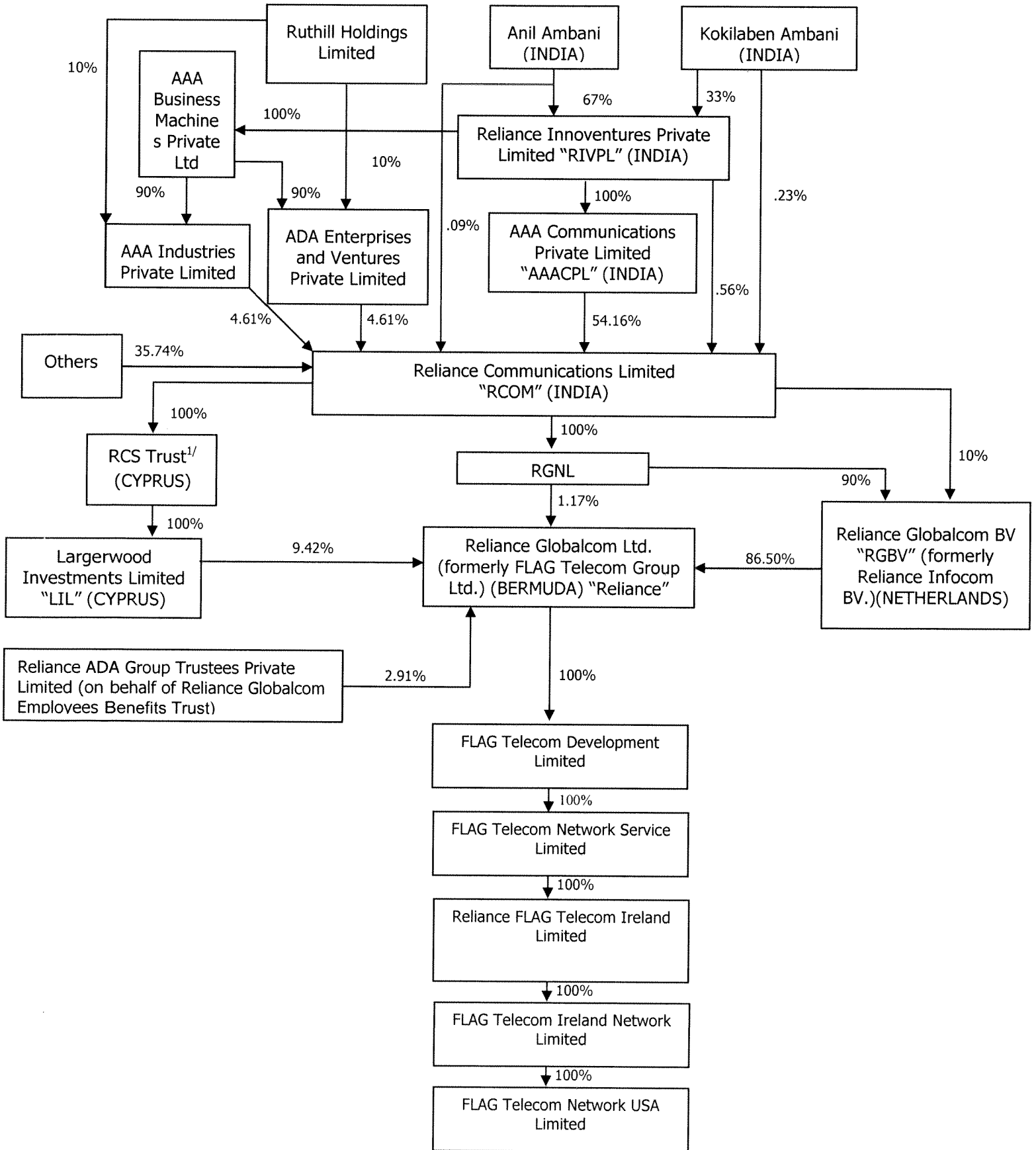
Respectfully submitted,

/s/

Christopher C. Tai
Rhonda M. Bolton

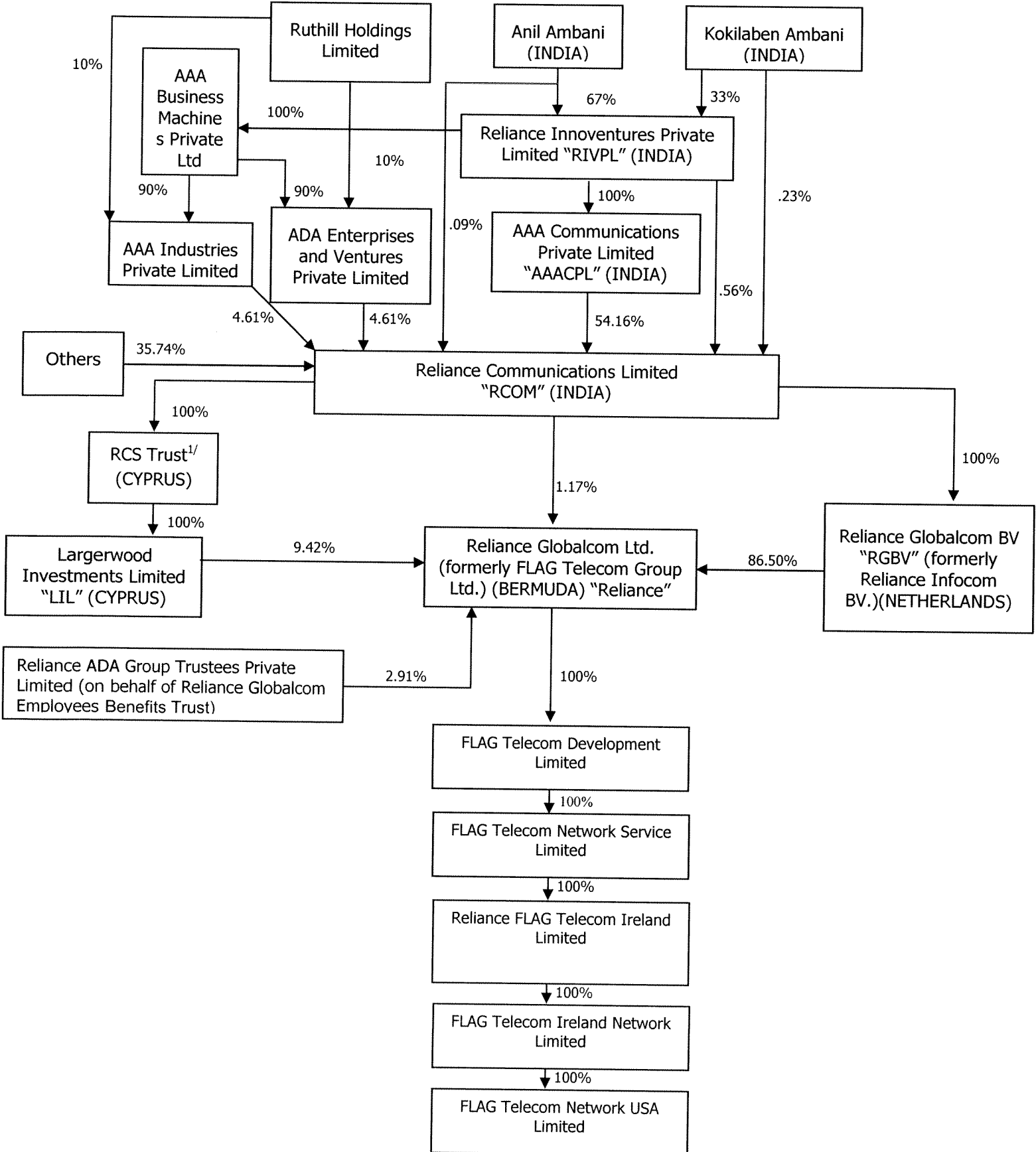
Counsel for FLAG Telecom Network USA Limited

Exhibit 1
Reliance Corporate Structure Before July 13, 2009



^{1/} The 100% economic interest of the RCS Trust will remain with Reliance/Reliance Subsidiaries.

Exhibit 2
Reliance Corporate Structure After July 13, 2009



^{1/} The 100% economic interest of the RCS Trust will remain with Reliance/Reliance Subsidiaries.