

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

In the Matter of)	
)	
Teleglobe America Inc.)	
<i>Licensee,</i>)	
)	
Teleglobe International Holdings Ltd)	
<i>Transferor,</i>)	
)	
and)	File No. SCL-T/C-2005_____
)	
VSNL Telecommunications (Bermuda) Ltd.)	
<i>Transferee</i>)	
)	
Application for Transfer of Control of)	
Cable Landing Licenses)	

**APPLICATION FOR TRANSFER OF CONTROL OF
CABLE LANDING LICENSES – STREAMLINED PROCESSING REQUESTED**

Teleglobe America Inc. (“TAI”), its ultimate parent company, Teleglobe International Holdings Ltd (“TIHL”), and VSNL Telecommunications (Bermuda) Ltd. (“VSNL Bermuda Telco”) (collectively, the “Applicants”), through their undersigned counsel and pursuant to an Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Executive Order No. 10530, Exec. Ord. No. 10530 *reprinted as amended in* 3 U.S.C. § 301, and Section 1.767 of the Rules of the Federal Communications Commission (“Commission”), 47 C.F.R. § 1.767, hereby request approval for the transfer of control of TAI as the holder of cable landing licenses from TIHL to VSNL Bermuda Telco. The Applicants are concurrently filing applications with the Commission for authority to transfer control of TAI as the holder of a blanket domestic Section 214 authorization and international Section 214 authorizations from TIHL to VSNL Bermuda Telco. As provided in the attached amended national security agreement, the Department of Defense, the

Department of Homeland Security, the Department of Justice, and the Federal Bureau of Investigation have no objection to the Commission granting its approval of this Application, provided that the Commission conditions its grant of approval on compliance with the amended national security agreement negotiated among the parties.

As described below, under the proposed transaction (the “Transaction”), VSNL Bermuda Telco and TAI’s ultimate parent company, TIHL, will be amalgamated (*i.e.*, combined) under Bermuda law. As a result of the amalgamation, TIHL will be merged into VSNL Bermuda Telco, the separate corporate existence of TIHL will cease, and the combined company, VSNL Bermuda Telco, will continue to be a direct wholly-owned subsidiary of Videsh Sanchar Nigam Limited (“VSNL”). As a result of the Transaction, VSNL Bermuda Telco will control TAI. Although control of TAI will change, TAI will continue to provide services in the United States to its existing customers under existing service arrangements pursuant to its submarine cable landing licenses and other authorizations granted by the Commission. The Transaction, therefore, will be seamless to TAI’s customers. Attached hereto as Exhibit A are organization charts that illustrate, with respect to control of TAI, the current corporate structure of the parties and the structure that will exist immediately following consummation of the proposed transfer of control.

Applicants respectfully request streamlined, expedited treatment of this Application pursuant to Section 1.767(j) and (k)(2) of the Commission’s Rules.¹ As described in more detail below, this Application qualifies for streamlined treatment because following consummation of the Transaction, neither VSNL Bermuda Telco nor TAI, nor any of their affiliates, is a foreign carrier with market power in any of the destination markets served by the cables that are the subject of this Application.

¹ 47 C.F.R. § 1.767(j) and (k)(2).

Applicants provide the following information in support of this Application:

I. THE APPLICANTS

A. Tele globe America Inc. (“TAI”) (Licensee)

TAI is a Delaware corporation headquartered in Reston, Virginia, providing both facilities-based and resold telecommunications services to wholesale customers in the United States. TAI is an indirect wholly owned subsidiary of TIHL. TAI holds interests in the China-U.S., AMERICAS-II, Japan-U.S., Columbus III, TAT-14, and CANUS-1 cable systems, as listed on Exhibit B. Information about the regulatory status and landing points of each cable is contained therein.

B. Tele globe International Holdings LTD (“TIHL”) (Transferor)

TIHL is a Bermuda company headquartered in Hamilton, Bermuda. TIHL is a publicly traded holding company whose shares trade on the NASDAQ stock exchange. TIHL’s subsidiaries provide a variety of international telecommunications services around the world. The current indirect majority owners of TIHL are four investment funds that are affiliated with Cerberus Capital Management, LP, a Delaware limited partnership (“Cerberus”). Cerberus is a private equity fund based in New York that manages over \$16 billion in assets, including investments in the technology and telecommunications sectors.

C. VSNL Telecommunications (Bermuda) Ltd. (“VSNL Bermuda Telco”) (Transferee)

VSNL Bermuda Telco is a newly-formed Bermuda company that was formed to amalgamate with TIHL. As a result of the amalgamation, VSNL Bermuda Telco will have an indirect controlling interest in TAI. Upon closing of the amalgamation, VSNL Bermuda Telco will be a direct wholly-owned subsidiary of VSNL.

VSNL, the parent company of VSNL Bermuda Telco, is a limited company organized under the laws of India, and its shares are publicly traded on the Bombay Stock Exchange and India's National Stock Exchange. VSNL's American Depositary Receipts ("ADRs") trade on the New York Stock Exchange. By virtue of its aggregate 44.72 percent ownership interest in VSNL,² the Tata Group, an Indian commercial conglomerate, exercises a controlling ownership and managerial interest in VSNL for purposes of Commission rules and regulations. Nevertheless, because the Tata Group does not exercise a greater than 50 percent ownership interest in VSNL, under Indian law, VSNL is not considered to be a subsidiary of or controlled by the Tata Group. The Government of India holds an approximate 26 percent ownership interest in VSNL. The Bank of New York, a U.S. financial institution, holds 5.59 percent of VSNL as depository to VSNL's ADR issue.³ No other person or entity holds, directly or indirectly, a 10 percent or greater ownership interest in VSNL.

VSNL is the principal provider of public international telecommunications services and a major provider of Internet, wireless and other telecommunications services in India. VSNL provides international telephone, telex and telegraph services through a combination of satellite, terrestrial and undersea cable links. Over the years, VSNL has been transformed from an overseas-switched-voice company to an internationally recognized telecommunications company utilizing and offering a full range of state-of-the-art digital technology. Through its subsidiaries, VSNL operates undersea cable facilities in India, North America, Europe and southeast Asia.

Through its VSNL Telecommunications (US) Inc. subsidiary ("VSNL US"), VSNL recently completed the acquisition of the TGN network and holds cable landing licenses for

² As of September 30, 2005.

³ As of September 30, 2005.

the TGN Atlantic and the TGN Pacific submarine cable systems.⁴ The Commission has granted VSNL's subsidiary, VSNL America, Inc. ("VAI"), international Section 214 authority to provide international communications services between the United States and authorized international points.⁵ The Commission conditioned its grant of international Section 214 authority to VAI as well as its approval of the TGN transaction upon compliance with a security agreement between the relevant VSNL entities and various Executive Branch agencies.

II. THE PROPOSED TRANSACTION

Pursuant to the Agreement and Plan of Amalgamation, dated July 25, 2005, by and among TIHL, VSNL and VSNL Bermuda Telco (the "Amalgamation Agreement"), VSNL Bermuda Telco will amalgamate with TIHL, and each issued and outstanding common share in the share capital of TIHL will be converted into the right to receive a cash payment (other than any shares owned directly or indirectly by VSNL or VSNL Bermuda Telco or indirectly owned by TIHL, and any dissenting shares). Following the amalgamation of VSNL Bermuda Telco with TIHL, TIHL will cease to exist as a publicly held company, and the combined company, VSNL Bermuda Telco, will be a direct wholly-owned subsidiary of VSNL. As a result of the amalgamation, VSNL Bermuda Telco will have an indirect controlling interest in TAI. Consummation of the Transaction is contingent upon receipt of necessary regulatory approvals from U.S. and foreign regulatory authorities, among other things.⁶ For the

⁴ See Actions Taken Under Cable Landing License Act, *Public Notice*, DA 05-1268 at 6, 7 (released Apr. 29, 2005) (file nos. SCL-ASG-20050304-00003, SCL-MOD-20050304-00004, SCL-T/C-20050304-00005).

⁵ See *VSNL America, Inc., Order, Authorization and Certificate*, 19 FCC Rcd. 16555 (Int'l Bur. 2004) ("*VAI Section 214 Order*") (granting international Section 214 authority to provide international global facilities-based and global resale services between the United States and all international points).

⁶ On November 21, 2005, the U.S. Federal Trade Commission granted Applicants early termination of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. § 18a, and 16 C.F.R. Parts 801-03.

Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibit A attached hereto.

III. PUBLIC INTEREST CONSIDERATIONS

Consummation of the Transaction described herein will serve the public interest because it will lead to the emergence of a stronger and better-financed competitor in the market for telecommunications services in and between the United States and international points. Under VSNL Bermuda Telco's ownership, TAI will be able to operate in a more efficient and economical manner and will have better access to capital needed to maintain and grow TAI's competitive telecommunications business.

Moreover, the change in ownership of TAI will not have any adverse impact on existing customers. TAI, backed by its parent company VSNL Bermuda Telco, will continue to possess the managerial and technical qualifications to provide international telecommunications services. Because the Transaction will be completed at the holding company level and will not change the rates, terms or conditions of TAI's services, the Transaction will not result in a change of carrier for TAI's customers and will otherwise be transparent to customers of TAI receiving services in the United States. Immediately following consummation of the Transaction, TAI will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. Indeed, VSNL Bermuda Telco anticipates that this Transaction will result in the provision of more advanced telecommunications services to a broader customer base throughout the United States.

At the same time, a grant of the Application would not result in any anticompetitive effects. Neither VSNL, TAI, nor any of their affiliates is a foreign carrier with market power in any of the destination markets served by the cables that are the subject of this Application.

While both VSNL and TAI hold direct or indirect ownership interests in undersea cables that serve the U.S.-Japan and U.S.-U.K. markets, neither VSNL Bermuda Telco, TAI, nor any of their affiliates will have market power in Japan or the U.K. Thus, the transactions contemplated in the Amalgamation Agreement will not eliminate any competitors on these routes or in these destination markets, which are today well-served by competing submarine cable systems and price competition. On the contrary, the only impact of this amalgamation on U.S. market conditions is that TAI will obtain the financial and technical backing necessary to become an even more effective competitor in the U.S. international telecommunications market to the benefit of U.S. consumers.

Finally, the proposed change in the ownership of TAI presents no foreign ownership concerns. The Commission has already reviewed and approved the qualifications of VSNL to enter the U.S. market in granting international Section 214 authority to VAI and in approving the TGN transaction. VSNL Bermuda Telco, VSNL, VSNL US and VAI have reached an agreement with the Executive Branch agencies to address any national security, law enforcement, and public safety concerns that the agencies believe are presented by the Transaction. These negotiations have resulted in an amendment to the network security agreement dated as of December 12, 2005.

As provided in the attached amended national security agreement, the Department of Defense, the Department of Homeland Security, the Department of Justice, and the Federal Bureau of Investigation have no objections to the Commission granting its approval of this Application, provided that the Commission conditions its grant of approval on compliance with the April 7, 2005 national security agreement among the parties, as revised by an Amendment dated December 12, 2005. The Applicants do not object to this condition.

For these reasons, Applicants respectfully submit that this Transaction is in the public interest.

IV. REQUEST FOR EXPEDITED CONSIDERATION

As noted above, the transfer of control of TAI will allow TAI to continue as a strong competitor in the domestic and international telecommunications markets. For various business reasons, the Transaction must be closed as quickly as possible, and it is therefore in the interest of all affected persons – TAI, TIHL, VSNL Bermuda Telco, and their respective customers, employees, shareholders and creditors – that the Commission issue its approval as promptly as practicable. Applicants emphasize that the transfer of control will be seamless and completely transparent to TAI's customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to TAI's customers. Accordingly, Applicants request that the Commission commence its examination of the Transaction as soon as possible and complete its review promptly thereafter. The public interest would therefore support commencement of the review process at this time.

V. INFORMATION REQUIRED BY SECTION 1.767 OF THE COMMISSION'S RULES

In support of this Application, Applicants submit the following information in accordance with Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767:

(1) Name, address and telephone number of Applicants:

Licensee:	Teleglobe America Inc. One Discovery Square, 4th Floor 12010 Sunset Hills Road Reston, Virginia 20190-5856 (703) 766-3061	FRN: 0009480302
Transferor:	Teleglobe International Holdings Ltd P.O. Box HM 1154 10 Queen Street Hamilton, HM EX, Bermuda (441) 296-2248	FRN: 0013828132

Transferee: VSNL Telecommunications (Bermuda) Ltd. FRN: 0013921184
c/o VSNL International
2100 Reston Parkway
Suite 320
Reston, Virginia 20191
(703) 547-5900

(2) Place of Formation:

Licensee/Transferor: TAI is a corporation organized under the laws of Delaware. TIHL is a Bermuda company.

Transferee: VSNL Bermuda Telco is a Bermuda company.

(3) Correspondence concerning this Application should be sent to:

For TAI and TIHL:

Michael Wu, Esq.
Rogena Harris, Esq.
Teleglobe America Inc.
One Discovery Square, 4th Floor
12010 Sunset Hills Road
Reston, Virginia 20190-5856
(703) 766-3047

with a copy to:

Jean L. Kiddoo
Paul O. Gagnier
Ulises R. Pin
Swidler Berlin LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007
(202) 424-7500

For VSNL Bermuda Telco:
Satish Ranade, Esq.
President
VSNL Telecommunications (Bermuda) Ltd.
c/o VSNL International
2100 Reston Parkway
Suite 320
Reston, Virginia 20191
(703) 547-5900

with a copy to:

Robert J. Aamoth
Joan M. Griffin
Randall W. Sifers
Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, DC 20036
(202) 955-9600

(4)-(7) Not Applicable.

(8) Certification and Ownership Information Required by Sections 63.18(h)-(k) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h)-(k), (o):

Post-close, the ownership structure of TAI will be as follows. The following entity will hold a 10% or greater direct ownership interest in TAI:

ITXC Corp.
750 College Road East
Princeton, New Jersey 08540
Delaware Corporation
Principal Business: Holding Company

The following entity will hold a one hundred percent (100%) ownership interest in ITXC Corp.:

TLGB Netherlands Holdings B.V.
Amaliaaan 41C le verd
3743 KE Baarn
The Netherlands
Netherlands Limited Liability Company
Principal Business: Holding Company

The following entity will hold a one hundred percent (100%) ownership interest in TLGB Netherlands Holdings B.V.:

TLGB Luxembourg Holdings S.ar.l.
8-10, rue Mathias Hardt
L-1717 Luxembourg
Luxembourg Limited Liability Company
Principal Business: Holding Company

The following entity will hold a one hundred percent (100%) ownership interest in TLGB Luxembourg Holdings S.ar.l.

VSNL Telecommunications (Bermuda) Ltd.
c/o VSNL International
2100 Reston Parkway
Suite 320
Reston, Virginia 20191

Principal Business: Holding Company

The following entity will hold a one hundred percent (100%) ownership interest in VSNL Telecommunications (Bermuda) Ltd.:

Videsh Sanchar Nigam Limited ("VSNL")
Lokmanya Videsh Sanchar Bhaavan, Opp. Kirti College
K.D. Marg, Praabhedeви
Mumbai, India 400 028
India Limited Company

Principal Business: International telecommunications, domestic India long distance, and other value added services

The largest accumulation of interests in VSNL is held by various entities within The Tata Group, an Indian commercial conglomerate consisting of approximately 80 companies operating in seven different market sectors including chemicals, engineering, energy, automotive, communications, and consumer goods. By virtue of its aggregate 44.72 percent ownership interest in VSNL,⁷ the Tata Group exercises *de facto* control over VSNL for purposes of Commission rules and regulations. Nevertheless, because the Tata Group does not exercise a greater than 50% ownership in VSNL, under Indian law, VSNL is not considered to be a subsidiary of or controlled by the Tata Group.

Panatone Finvest Ltd., an investment entity within The Tata Group, located at Bombay House, 24 Homi Modi Street, Mumbai, India, 400 001, holds a 43.14% interest in VSNL.

The Tata Power Company Limited, an Indian power provider located at 24 Homi Modi Street, Mumbai, India, 400 001, through its interests in Panatone Finvest, Ltd., holds a 17.25% indirect interest in VSNL.

Tata Sons Limited, the primary investment holding company for the Tata Group, also located at 24 Homi Street, Mumbai, India, 400 001, through its interests in Panatone Finvest Ltd., holds a 43.14% indirect interest in VSNL. Tata Sons Limited holds a 1.58% direct interest in VSNL.

The Government of India holds a 26.12% interest in VSNL. The address for the department that administers the Government of India's interest is as

⁷ As of August 28, 2005.

follows: Secretary, Department of Telecommunications, Sanchar Bhawan, 20 Ashoka Road, New Delhi, India, 110 001.

The Bank of New York, a U.S. financial institution, holds 5.59 % of VSNL as depository to VSNL's ADR issue. The address for the Bank of New York is 101 Barclays Street, 22nd Floor West, New York, N.Y. 10286.

There are no other shareholders of VSNL Bermuda Telco who directly or indirectly own 10 percent or more of VSNL's equity and thus will own 10% or more of TAI's equity post-close.

Section 63.18(h) Interlocking Directorates

VSNL Bermuda Telco: The following individuals are officers or directors of VSNL Bermuda Telco and officers and directors of foreign carriers:

Satish Ranade, President and Director of VSNL Bermuda Telco is also Company Secretary/Treasurer of Videsh Sanchar Nigam Limited; Director of VSNL Lanka Limited (Sri Lanka); Director of VSNL Singapore Pte. Limited; Director of VSNL Japan K.K.; Director of VSNL Hong Kong Limited; Director of VSNL Netherlands B.V.; Director of VSNL UK Limited; Director of VSNL Telecommunications (UK) Limited; Director of VSNL (Portugal), Unipessoal, Ltda.; Director of Videsh Sanchar Nigam Spain SRL; Director of VSNL Belgium BVBA; Director of VSNL (Germany) GmbH; and Director of TVC India Limited (India)

Section 63.18(i) - Certification Regarding Foreign Carrier Status and Foreign Affiliation:

By its signature to this Application, VSNL Bermuda Telco certifies that it is not a foreign carrier within the meaning of 63.09(d) of the Commission's Rules. VSNL Bermuda Telco certifies that it currently is affiliated with foreign carriers in Belgium, Bermuda, France, Germany, Hong Kong, India, Japan, Nepal, the Netherlands, Portugal, Singapore, South Africa,⁸ Spain, Sri Lanka, and the United Kingdom. Upon consummation of the Transaction, VSNL Bermuda Telco will become affiliated with foreign carriers in Australia, Canada, Italy and Norway.

TAI is currently affiliated with non-dominant carriers in Australia, Belgium, Canada, France, Germany, Hong Kong, Italy, Japan, the Netherlands, Norway, Singapore, Spain and the United Kingdom. Upon consummation of the

⁸ VSNL was recently notified by the Ministry of Communications of South Africa that it has been allotted a 26 percent equity stake in the yet-to-be-licensed South African Second National Operator.

Transaction TAI will become affiliated with carriers in Bermuda, India, Nepal, Portugal, South Africa and Sri Lanka.

Section 63.18(j) - Certification Regarding Destination Markets:

By its signature to this Application, VSNL Bermuda Telco certifies that through the acquisition of control of TAI, it seeks to provide international telecommunications services to the destination countries of Australia, Belgium, Bermuda, Canada, France, Germany, Hong Kong, India, Italy, Japan, Nepal, the Netherlands, Norway, Portugal, Singapore, South Africa, Spain, Sri Lanka and the United Kingdom.

With respect to India, VSNL Bermuda Telco's parent, VSNL, is a foreign carrier deemed by the FCC to hold market power in India.

VSNL Bermuda Telco will retain its affiliations with non-dominant carriers in Belgium (VSNL Belgium BVBA), France (VSNL France SAS), Germany (VSNL (Germany) GmbH), Hong Kong (VSNL Hong Kong Limited), Japan (VSNL Japan K.K.), Nepal (United Telecom Limited), Netherlands (VSNL Netherlands B.V.), Portugal (VSNL (Portugal) Unipessoal Ltda), Singapore (VSNL Singapore Pte. Ltd), Spain (Videsh Sanchar Nigam Spain SRL), Sri Lanka (VSNL Lanka Limited), and the United Kingdom (VSNL UK Limited, VSNL Telecommunications (UK) Limited).

In addition, TAI will retain its affiliations with non-dominant carriers in Australia (Teleglobe International Australia Pty Limited), Belgium (Teleglobe International Belgium S.P.R.L.), Canada (Teleglobe Canada ULC), France (Teleglobe France International S.A.S.), Germany (TLGB International Germany GmbH), Hong Kong (Teleglobe International Hong Kong Limited), Italy (Teleglobe Italy S.r.L.), Japan (ITXC Global Japan YK), Netherlands (Teleglobe Netherlands B.V.), Norway (Teleglobe Nordics AS), Singapore (Teleglobe Asia Data Transport Pte Ltd. and Teleglobe Asia Pte Ltd.), Spain (Teleglobe Spain Communications S.L.), and the United Kingdom (Teleglobe International Limited). As a result of the Transaction, TAI will become affiliated with non-dominant carriers in Nepal (United Telecom Limited) and Sri Lanka (VSNL Lanka Limited).

Section 63.18(k) - Demonstration Regarding WTO Status, Market Power, and the Effective Competitive Opportunities Test:

The foreign carriers listed above in Section 63.18(j) of this Application are based in countries that are Members of the World Trade Organization. TAI will accept dominant carrier treatment in its provision of service to India and will file the quarterly traffic reports required by Section 43.61(c) of the Commission's Rules, 47 CFR § 43.61(c).

With the exception of VSNL, none of the carriers listed above in Section (j) is listed on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets. In addition, these foreign carriers offer services in competition with dominant foreign carriers and others. These foreign carriers each hold significantly less than a 50% market share in the international transport market between the U.S. and their home markets and in the local access markets in the countries where they operate. Moreover, these foreign carriers do not have the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities to exercise market power in the countries where they operate. Accordingly, VSNL's foreign carrier affiliates lack sufficient market power on the U.S.-international routes on which they operate to affect competition adversely in the U.S. market. Therefore, TAI should be presumptively classified as a non-dominant carrier on all international routes, except India.

Section 63.18(o) - Certification Regarding the Anti-Drug Abuse Act of 1988:

By its signature to this Applications, VSNL Bermuda Telco certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003) (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(9) Certification of Compliance:

By its signature to this Application, VSNL Bermuda Telco certifies that it accepts and will abide by the routine conditions set forth in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

(10) Not Applicable.

(11) Information Required of Transfer of Control Applicants.

A listing of the cable landing licenses held by TAI and the file numbers of these licenses is attached hereto as Exhibit B.

As part of the Transaction, TIHL is transferring to VSNL Bermuda all of its voting interests in the cable systems described in Exhibit B. The voting interests have not changed materially since the original applications were filed with the Commission and are incorporated by reference herein.

VI. REQUEST FOR STREAMLINED PROCESSING

Applicants request streamlined processing of this Application pursuant to Section 1.767(j) and (k)(2) of the Commission's Rules, 47 C.F.R. §1.767(j) and (k)(2). This Application qualifies for streamlined processing because neither VSNL Bermuda Telco nor TAI, nor any of their affiliates, is a foreign carrier with market power in any of the destination markets served by the cables that are the subject of this Application.

VIII. CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request expedited treatment to permit the parties to consummate the Transaction as soon as possible.

Respectfully submitted,

**Teleglobe America Inc.
Teleglobe International Holdings Ltd**

By: 

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*Counsel to Teleglobe America Inc.
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VSNL Telecommunications (Bermuda) Ltd.

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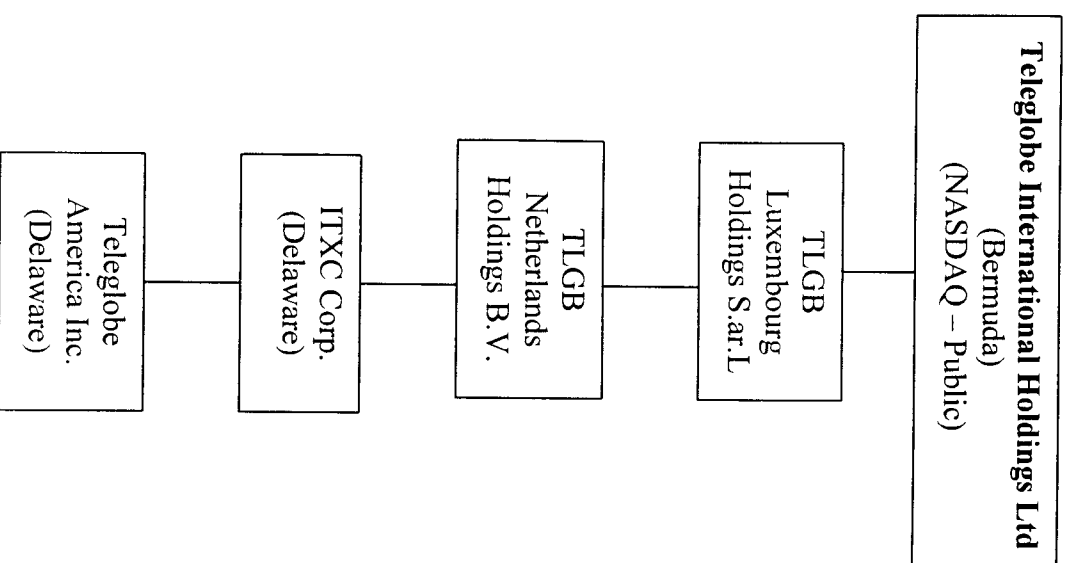
Counsel to
VSNL Telecommunications (Bermuda) Ltd.

Date: December 13² 2005

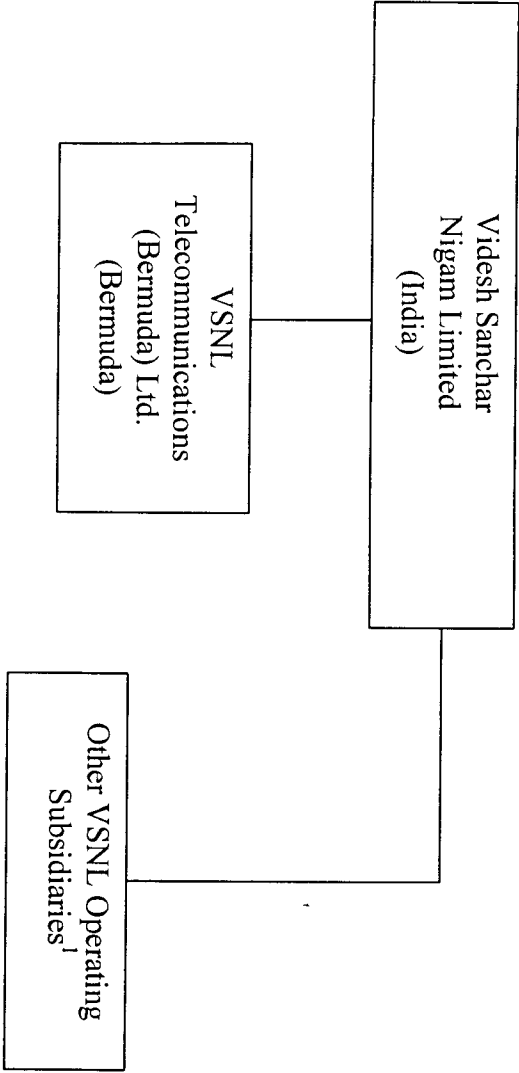
EXHIBIT A

ILLUSTRATIVE CHART OF TRANSACTION

**TELEGLOBE CURRENT CORPORATE STRUCTURE
REGARDING CONTROL OF TELEGLOBE AMERICA INC.**

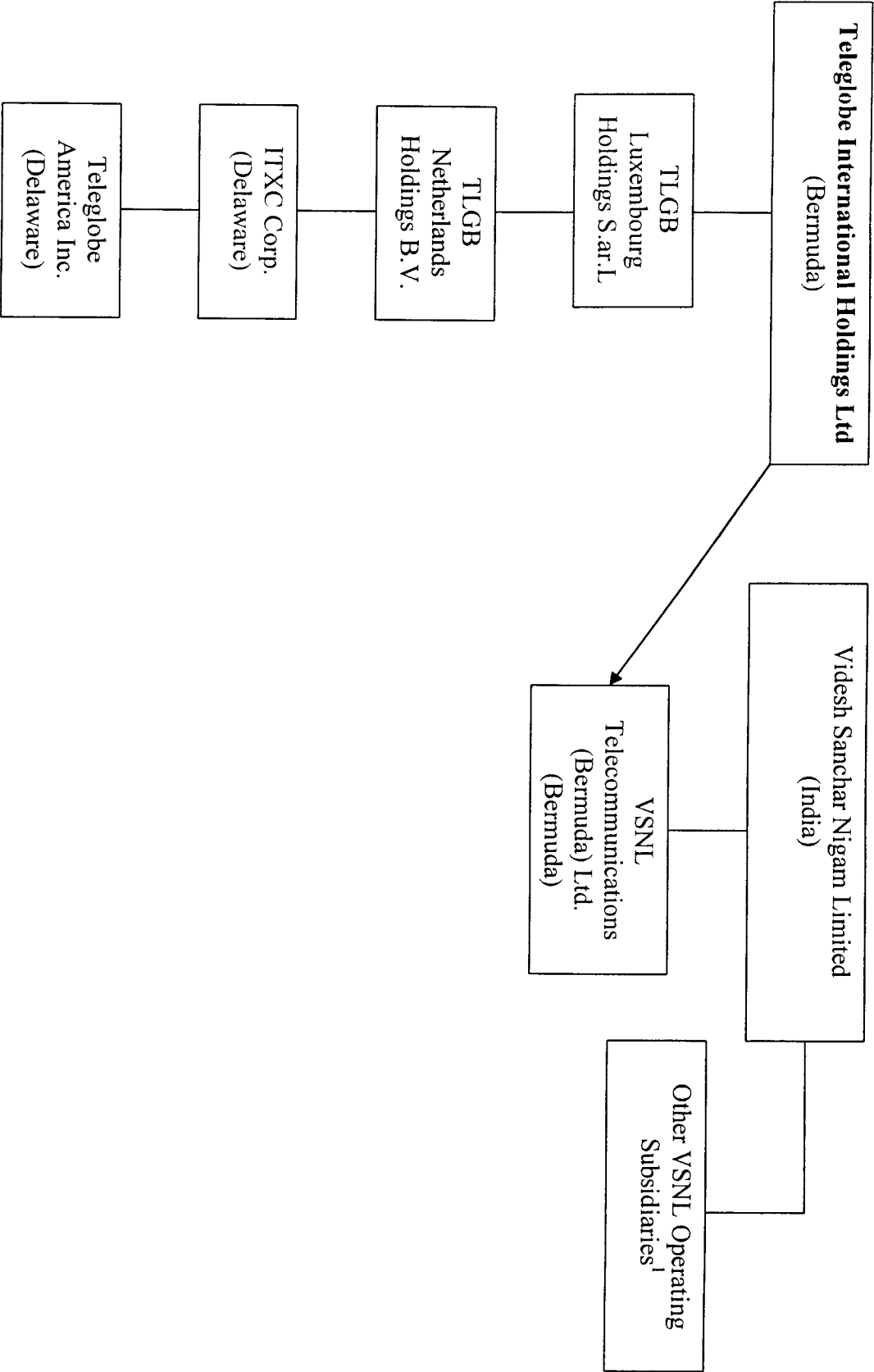


VSNL CURRENT CORPORATE STRUCTURE



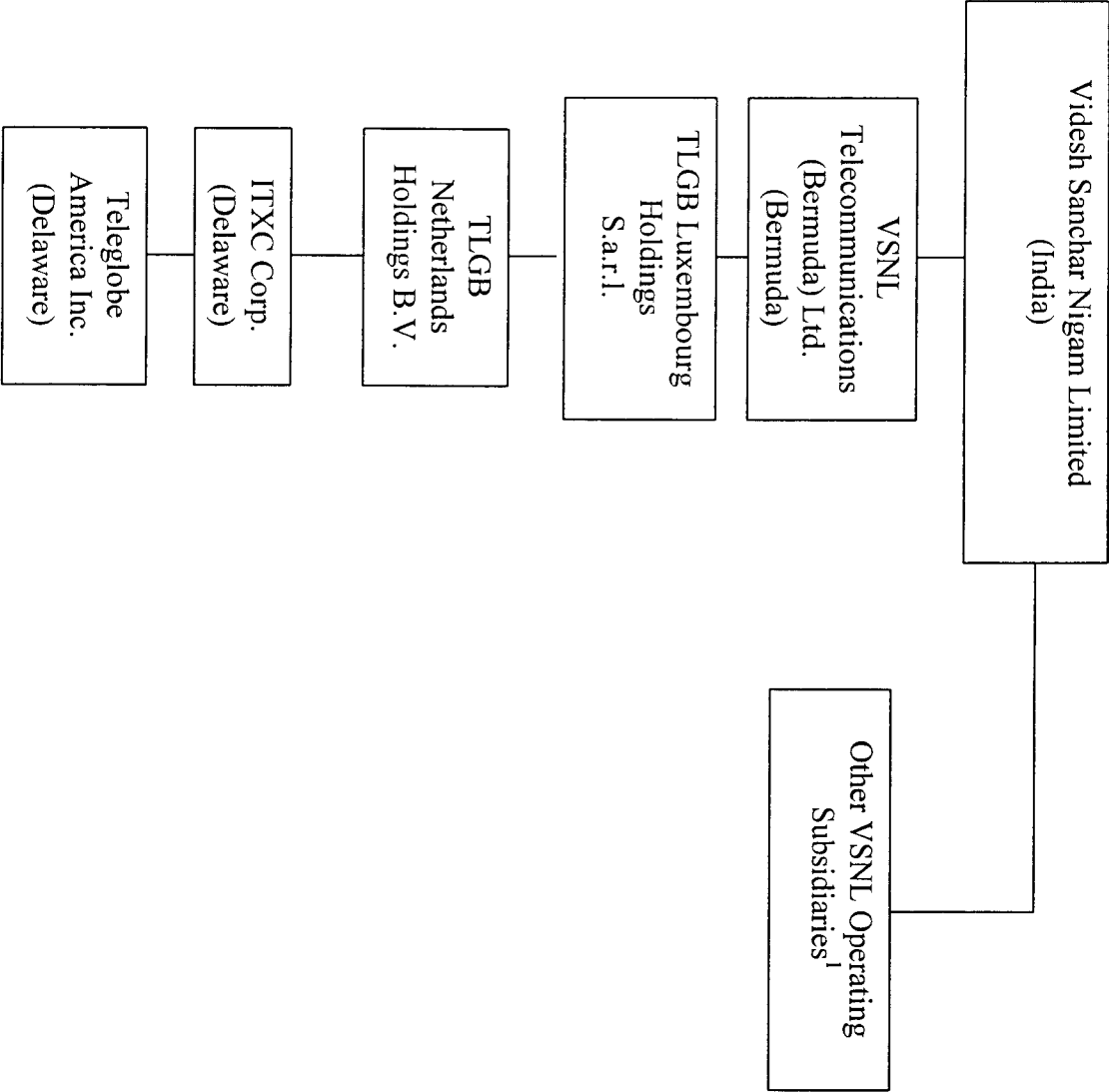
¹VSNL's other operating subsidiaries include VSNL America, Inc. and VSNL Telecommunications (US) Inc.

PRE-CLOSING STRUCTURE REGARDING OWNERSHIP OF TELEGLOBE AMERICA INC.



¹VSNL's other operating subsidiaries include VSNL America, Inc. and VSNL Telecommunications (US) Inc.

POST-CLOSING STRUCTURE REGARDING CONTROL OF TELEGLOBE AMERICA INC.



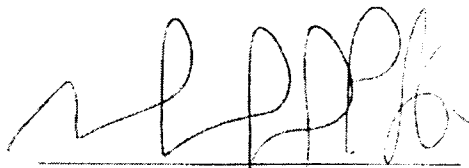
¹VSNL's other operating subsidiaries include VSNL America, Inc. and VSNL Telecommunications (US) Inc.

EXHIBIT B
SUBMARINE CABLE LANDING LICENSES HELD BY
TELEGLOBE AMERICA INC.

Cable System	<u>FCC File No.</u>	Regulatory Status	Landing Points
China-US	SCL-LIC-19980309-00005	Non-common	Bandon, Oregon San Luis Obispo, California Chikura, Japan Pusan, South Korea Chongming, China Fangshan, Taiwan Shantou, China Okinawa, Japan Tanguisson Point, Guam
Americas-II	SCL-AMD-19980430-00006	Common	Hollywood, Florida St. Croix, US Virgin Islands Miramar, Puerto Rico Le Lamentin, Martinique Willemstad, Curacao Camuri, Venezuela Port of Spain, Trinidad Cayenne, French Guiana Fortaleza, Brazil
Japan-US	SCL-LIC-19981117-00025	Non-common	Manchester, California Kitaibaraki, Japan Maruyama, Japan Shima, Japan Makaha, Hawaii Morro Bay, California
Columbus III	SCL-LIC-19980527-00007	Common	Hollywood, Florida Lisbon, Portugal Conil, Spain Mazara Del Vallo, Italy
TAT-14	SCL-LIC-19990303-00004	Common	Manasquan, New Jersey Blaabjerg, Denmark Norden, Germany Katwijk, Netherlands St. Valery, France Bude, United Kingdom Tuckerton, New Jersey
CANUS-1	SCL-LIC-19930503-00004	Non-common	Manasquan, New Jersey Pennant Point, Nova Scotia

CERTIFICATION

I, Michael C. Wu, Vice President and General Counsel of Teleglobe America Inc., ("TAP"), hereby certify that the information in the attached Application is true and accurate to the best of my knowledge and 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 1988,¹ as amended.

A handwritten signature in black ink, appearing to read 'Michael C. Wu', written over a horizontal line.

Michael C. Wu

Date: December 13, 2005

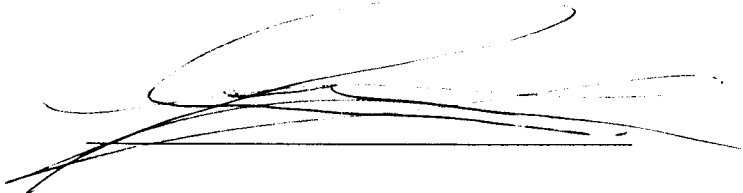
CERTIFICATE OF SERVICE

I, Ulises R. Pin, hereby certify that on this 13th day of December 2005, a true and correct copy of the foregoing Application for Transfer of Control of Submarine Cable Landing Licenses – Streamlined Processing Requested was sent by first class mail upon the parties listed below:

Ambassador David Gross
U.S. Coordinator
EB/CIP
Department of State
2201 C Street, N.W.
Washington, D.C. 20520-5818

Kathy Smith
Chief Counsel/NTIA
U.S. Department of Commerce
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Defense Information Systems Agency
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Arlington, VA 22204

A handwritten signature in black ink, appearing to be 'Ulises R. Pin', written over a horizontal line.