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Federal Communications Commission
Office of the Secretary

November 17, 2006

BY HAND

Marlene H. Dortch, Secretary
Federal Communications Commission
c/o Natek, Inc., Inc.
236 Massachusetts Avenue, N.E., Suite 110
Washington, DC 20002
Attn: Chief, International Bureau

Re: Submarine Cable Landing License, File No. SCL-LIC-20000204-00003
Request for Late Approval of *Pro Forma* Transfer of Control

Dear Ms. Dortch:

Pursuant to section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, Telefonica International Wholesale Services USA, Inc. ("TIUSA") and TI Wholesale Services Puerto Rico, Inc. ("TIPR"), joint licensees of a submarine cable landing license, File No. SCL-LIC-20000204-00003, (the "License")¹ hereby seek ex post facto Commission approval of a *pro forma* transfer of control two levels upstream in the ownership of these two entities which occurred on December 29, 2003. As described below, the transaction was purely *pro forma* and the failure to obtain Commission approval was the result of an inadvertent oversight which was only recently discovered.

TIUSA and TIPR are both wholly owned by Telefonica International Wholesale Services America S.A. ("TIWSA"), a company organized under the laws of Uruguay. Prior to the transaction for which TIUSA and TIPR seek approval, TIWSA (then called Emergia S.A.) was

¹ The License was granted on August 10, 2000 to Telefonica SAM United States, Inc. and Telefonica SAM Puerto Rico, Inc. *In re Telefonica SAM USA, Inc.*, 15 FCC Rcd 14915 (2000). As noted in the Public Notice dated May 31, 2001, DA No. 01-1318, at p. 5, these entities underwent corporate name changes to Emergia USA, Inc. and Emergia Puerto Rico, Inc., respectively. By letter to the Secretary dated September 12, 2005, the Commission was notified that Emergia USA, Inc. and Emergia Puerto Rico, Inc. had also undergone corporate name changes to TIUSA and TIPR, respectively. However, the name changes to TIUSA and TIPR do not appear to be reflected in the Commission's records. Consequently, TIUSA and TIPR request that the Commission update their records to reflect the current corporate names.

wholly owned by Emergia Holding NV, a Netherlands company, which was in turn wholly owned by Telefonica S.A., a Spanish company ("Telefonica"). Telefonica was the parent company ultimately controlling the joint licensees TIUSA and TIPR. An organizational chart illustrating these relationships as they existed prior to the pro forma change is included as Attachment 1.

On December 29, 2003, Emergia Holding NV was dissolved; its shares in TIWSA temporarily passed to Telefonica before being distributed to Telefonica International Wholesale SL, a wholly owned subsidiary of Telefonica. Thus, Telefonica International Wholesale Services, SL, a Spanish company, obtained a 100% interest in TIWSA. Thus, in effect, the transaction for which approval is sought merely replaced one company owned by Telefonica—Emergia Holding NV—with another company owned by Telefonica—Telefonica International Wholesale Services, SL. At all times Telefonica remained—and still is—the ultimate parent company controlling the licensees. The transaction was therefore a *pro forma* transfer of control transaction. An organizational chart showing the corporate structure after the transaction is included as Attachment 2.

TIUSA and TIPR have recently discovered that they did not obtain prior approval for this *pro forma* transaction. This inadvertent oversight came to light as a result of TIUSA's and TIPR's a regulatory review of its license in connection with the development of future operational plans for the underlying cable. TIUSA and TIPR regret this oversight and have made appropriate changes in their internal operating procedures to improve the timeliness of communications among the many companies that comprise the Telefonica family and thus minimize the possibility of a recurrence.

Attached as Attachment 3 is the Certification of Maria D. Pizarro Figueroa, Corporate Legal Counsel of TIUSA and TIPR, which evidences the fact that this was a *pro forma* transaction and, together with all other *pro forma* transactions, did not result in an actual change of the controlling party, *i.e.*, Telefonica. In addition, on the guidance of Commission staff, the organizational charts at Attachments 1 and 2 set forth the citizenship and ownership interests of all companies having direct or indirect controlling interests in the licensees of 10% or more.

In light of the non-controversial facts set forth above, TIUSA and TIPR respectfully request favorable and expedited Commission action approving this *pro forma* transfer of control on an ex post facto basis. To the extent necessary, TIUSA and TIPR request a waiver of section 1.767(a)(11)(iii) of the Commission's rules, 47 C.F.R. § 1.767(a)(11)(iii), which may otherwise require TIUSA and TIPR to file an additional notice of consummation.

Marlene H. Dortch, Secretary
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An original and one copy of this submission are enclosed for filing. Please date stamp and return to our messenger the additional copy enclosed for this purpose.

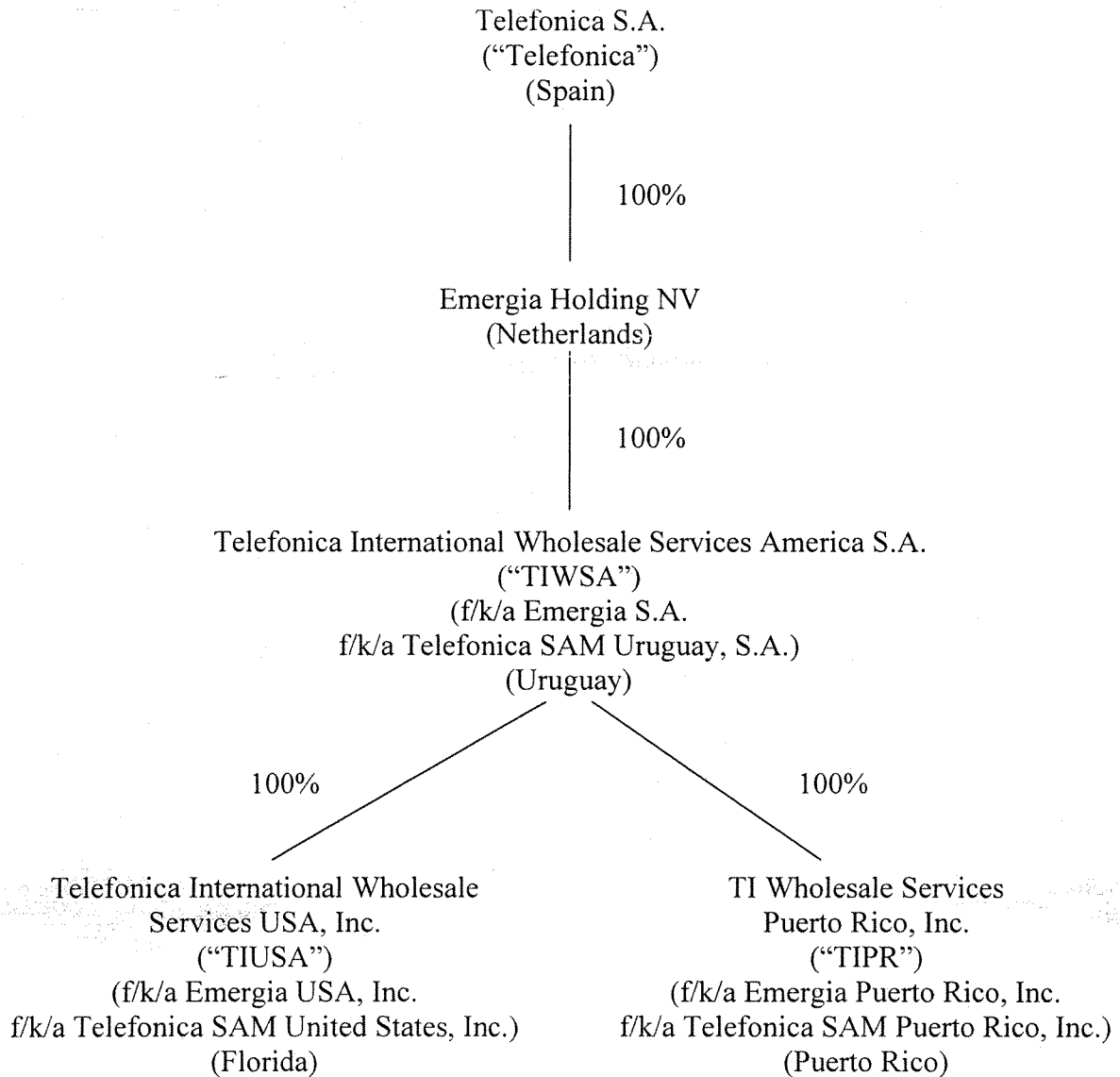
Respectfully submitted,



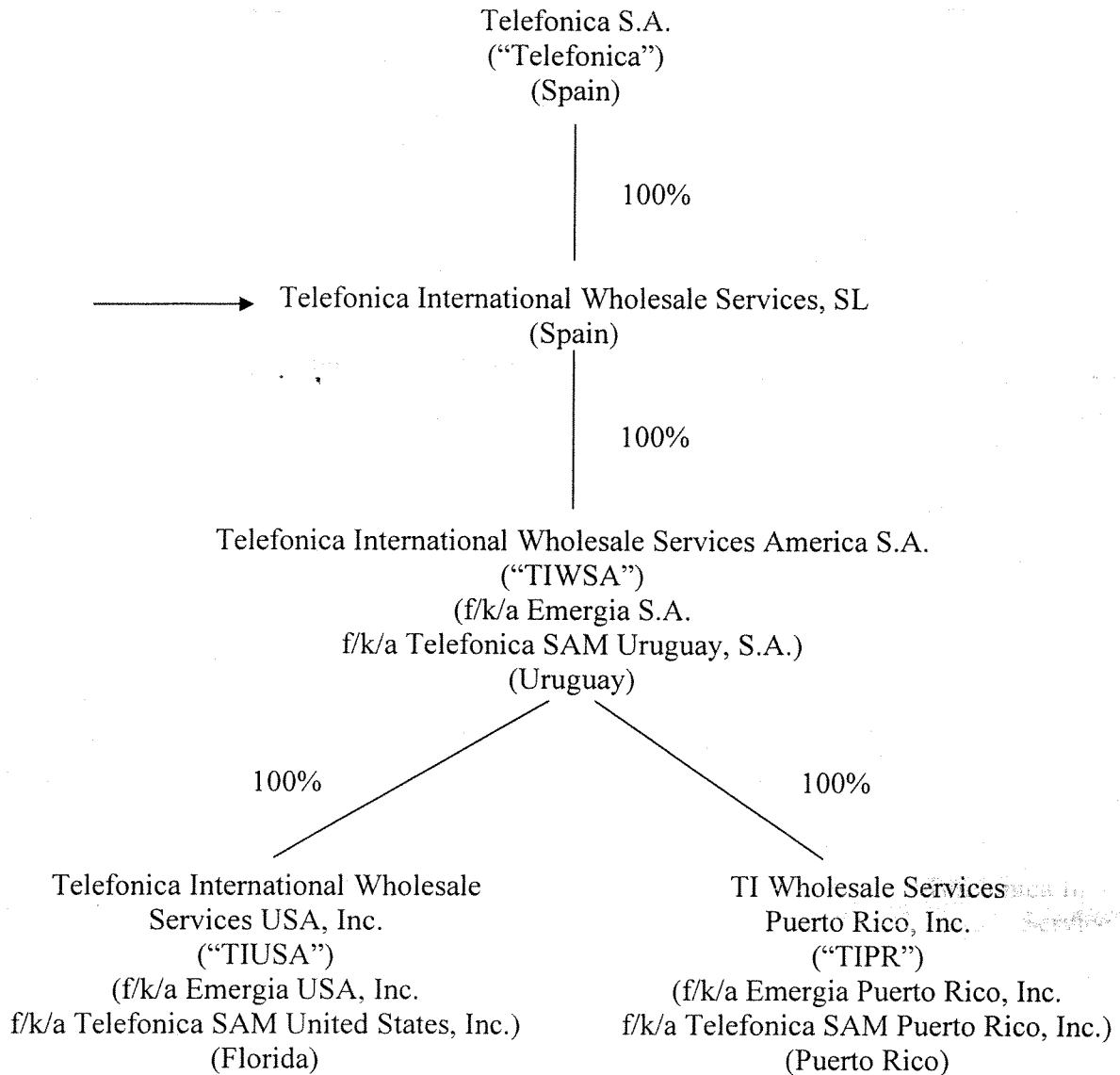
Brett A. Snyder
*Counsel to Telefonica International
Wholesale Services USA, Inc. and
TI Wholesale Services Puerto Rico, Inc.*

Enclosures

BEFORE TRANSACTION



AFTER TRANSACTION



*Telefonica International Wholesale Services USA, Inc.
TI Wholesale Services Puerto Rico, Inc.
Notification of Pro Forma Transfer of Control of
Cable Landing License File No. SCL-LIC-20000204-00003*

CERTIFICATION

The undersigned representative hereby certifies on behalf of the companies that the transfer of control described herein was *pro forma*, and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

Date: November 17, 2006 Signed: _____

Printed Name: MARIA D. Pizarro Figueroa

Title: Corporate Legal Counsel

Company: Telefonica International Wholesale
Services, USA, Inc.
TI Wholesale Services, Puerto Rico, Inc.