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LATHAM & WATKINS^{LLP}

November 28, 2006

VIA HAND DELIVERY

Federal Communications Commission
International Bureau - Policy
P.O. Box 358115
Pittsburgh, PA 15251-5115

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Re: **JOINT APPLICATION FOR AUTHORITY TO TRANSFER CONTROL OF HOLDER OF SUBMARINE CABLE LANDING LICENSE (IMPSAT, USA, INC.) FROM IMPSAT FIBER NETWORKS, INC. TO GLOBAL CROSSING LIMITED**

Dear Sir/Madam:

Enclosed, please find an original and four copies of the Joint Application for Authority to Transfer Control of Holder of Submarine Cable Landing License submitted by the above-referenced parties. Included in this package is a completed FCC Form 159 and a check in the amount of \$965.00 to cover the filing fee payment for this transfer of control.

Please stamp and return the extra copy in the enclosed, self-addressed envelope. Should you have any questions concerning this submission, kindly contact the undersigned.

Sincerely,



Brian W. Murray
of LATHAM & WATKINS LLP

Enclosures

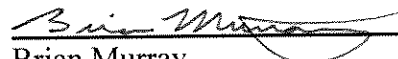
CERTIFICATE OF SERVICE

I hereby certify that I have this 28th day of November, 2006, caused copies of the foregoing "Joint Application for Authority to Transfer Control of Impsat Fiber Networks, Inc.'s Authorized Subsidiary Holding a Submarine Cable Landing License" to be served by overnight mail on the following:

U.S. Coordinator
EB/CIP
U.S. Department of State
2201 C Street, N.W.
Washington, D.C. 20520-5828

Office of the Chief Counsel/NTIA
U.S. Department of Commerce
14th Street and Constitution Avenue, N.W.
Washington, D.C. 20230

Defense Information Systems Agency
Code RGC
701 S. Courthouse Road
Arlington, VA 22204



Brian Murray

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

In the Matter of)	
)	
IMPSAT FIBER NETWORKS, INC.,)	File No. SCL-T/C-2006_____
)	
Transferor,)	WC Docket No. _____
)	
and)	
)	
GLOBAL CROSSING LIMITED,)	
)	
Transferee,)	
)	
Joint Application for Authority to Transfer)	
Control of Impsat Fiber Networks, Inc.'s)	
Authorized Subsidiary Holding a Submarine)	
Cable Landing License)	

**JOINT APPLICATION FOR AUTHORITY TO TRANSFER CONTROL OF
HOLDER OF SUBMARINE CABLE LANDING LICENSE
(STREAMLINED PROCESSING REQUESTED)**

Global Crossing Limited (“GCL”) and Impsat Fiber Networks, Inc. (“Impsat Fiber Networks” or “Impsat,” and together with GCL, the “Applicants”), pursuant to An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (the “Cable Landing License Act”), section 1.767 of the Commission’s rules, 47 C.F.R. § 1.767, and condition (5) of the AMERICAS-II cable landing license (File Nos. SCL-98-003 & -003A) (the “License”),¹ seek Commission authority to transfer the control of Impsat’s wholly owned subsidiary, Impsat USA, Inc. (“Impsat USA”), which holds an interest in the License, to GCL.

¹ *AT&T Corp. et al., Joint Application for a License to Land and Operate a Digital Submarine Cable System Among Florida, Puerto Rico, the U.S. Virgin Islands, Martinique, Curacao, Trinidad, Venezuela, French Guiana and Brazil, the AMERICAS-II Cable System*, File Nos. SCL-98-003, SCL-98-003A, Cable Landing License, 13 FCC Rcd 22540 (1998).

As described below, Commission approval of the proposed transaction amply serves the public interest, convenience, and necessity. The Commission therefore should grant authority to transfer control of Impsat USA to GCL.²

I. DESCRIPTION OF THE PARTIES

A. Impsat Fiber Networks (Transferor)

Impsat is a Delaware holding company based in Buenos Aires, Argentina. Impsat maintains a broadband network throughout Latin America, consisting of owned fiber optic and wireless links, teleports, data centers, earth stations, and leased fiber optic and satellite links. Through its subsidiaries in Argentina, Colombia, Venezuela, Ecuador, Brazil, Chile, Peru, and the United States (*i.e.*, Impsat USA), Impsat Fiber Networks provides broadband data transmission and private network integrated data and voice telecommunications services for national and multinational companies, financial institutions, foreign governmental entities, and other business customers. Through its subsidiaries, Impsat also provides wholesale services to carriers, Internet service providers (“ISPs”), and other service providers throughout Latin America and the United States (through Impsat USA). Nearly half of Impsat’s stock is held by

² Simultaneously with the filing of this Application, GCL and Impsat also are separately filing applications seeking Commission consent to the transfer of control of Impsat USA’s four international section 214 authorizations and its blanket domestic section 214 authority, as well as 17 non-common carrier earth station licenses held by Impsat USA. Impsat also has a 0.02% ownership stake in New World Network Holdings, Ltd., a Bermuda company, which owns and operates, together with its wholly owned operating subsidiaries, the Americas Region Caribbean Optical-Ring System (“ARCOS-1”), an undersea fiber optic cable system connecting the United States, the Caribbean Basin, and parts of Latin America. The Commission has authorized ARCOS-1 USA, Inc., a Delaware corporation indirectly wholly owned by New World Network Holdings, Ltd., to land and operate this cable system. *See ARCOS-1 USA Inc., Com Tech International Cable Corporation Telecomunicaciones Ultramarinas de Puerto Rico; Application for Authority to Modify a Cable Landing License, Modification of Cable Landing License, 16 FCC Rcd 15781 (2001).*

several U.S.-based investment firms,³ while the remainder is in the hands of Impsat's management and public stockholders.

Impsat USA, a Delaware corporation based in Florida, is Impsat's U.S. subsidiary. Impsat USA provides satellite and submarine cable-based international private line voice, data, video, and business telecommunications services between the United States and Latin America; it also provides a small amount of interstate telecommunications services incidental to its international services. Impsat USA is one of several consortium members that hold a cable landing license to operate the submarine cable system called AMERICAS-II.⁴ Impsat USA also holds four international section 214 authorizations, a blanket domestic section 214 authorization, and 17 non-common carrier earth station licenses.⁵

B. GCL (Transferee)

GCL is a publicly traded, global telecommunications company organized under the laws of Bermuda, with its principal executive offices in Hamilton, Bermuda and its principal administrative offices in Florham Park, New Jersey. Through its subsidiaries, GCL owns and operates a global Internet Protocol-based fiber optic network that directly connects more than 300 cities in 29 countries, which GCL uses to provide integrated telecommunications services to

³ These include Morgan Stanley & Co. Incorporated (26.4 percent), UBS Securities LLC (19.0 percent), York Capital Management (12.7 percent), and SDS Capital Partners (5.3 percent).

⁴ *AT&T Corp. et al., Joint Application for a License to Land and Operate a Digital Submarine Cable System Among Florida, Puerto Rico, the U.S. Virgin Islands, Martinique, Curacao, Trinidad, Venezuela, French Guiana and Brazil, the AMERICAS-II Cable System*, File Nos. SCL-98-003, SCL-98-003A, Cable Landing License, 13 FCC Rcd 22540 (1998) (authorizing various entities, including Impsat USA, to land and operate a digital submarine cable system to be called the AMERICAS-II Cable System between Florida, Puerto Rico, the U.S. Virgin Islands, Martinique, Curacao, Trinidad, Venezuela, French Guiana, and Brazil on a common carrier basis).

⁵ Additional information about Impsat and Impsat USA is available on Impsat's website: <http://www.imsat.com>.

some of the world's largest corporations, government agencies, and telecommunications carriers, with a particular focus on providing global data and IP services to enterprise customers. GCL's U.S. subsidiaries hold various FCC authorizations to provide telecommunications services in the U.S., including cable landing licenses, international section 214 authorizations, blanket domestic section 214 authorizations, and microwave licenses.⁶

GCL is controlled by Singapore Technologies Telemedia Pte Ltd ("ST Telemedia"), a Singapore-based investment holding company with holdings in various telecommunications and information technologies companies. ST Telemedia acquired control of GCL in December 2003 following Commission consent,⁷ and currently indirectly holds a 56.5 percent equity and voting interest in GCL. Through its investee companies, ST Telemedia provides fixed and mobile telecommunications (including public mobile data network, digital public trunked radio, and paging), data, and Internet services, as well as telephone equipment distribution, managed hosting, teleport, broadband cable, and video. ST Telemedia is wholly owned by Temasek Holdings (Private) Limited ("Temasek"), a Singapore-based investment holding company which

⁶ The following GCL subsidiaries hold cable landing licenses: GT Landing Corp., MAC Landing Corp., Global Crossing Latin American & Caribbean Co., and GT Landing II Corp. GCL's domestic and international section 214 authorizations are listed in the Applicants' Section 214 Application. Additional information about GCL is available on its website: <http://www.globalcrossing.com>.

⁷ See *Global Crossing Ltd. (Debtor-in-Possession), Transferor, and GC Acquisition Limited, Transferee, Applications for Consent to Transfer Control of Submarine Cable Landing Licenses, International and Domestic Section 214 Authorizations, and Common Carrier and Non-Common Carrier Radio Licenses, and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 18 FCC Rcd 20301 ¶ 1 (2003) ("GCL Transfer Order"). ST Telemedia continues to hold its interest in GCL through two intermediate subsidiaries: STT Crossing Ltd. (which directly holds that interest) and STT Communications Ltd (the direct parent company of STT Crossing). See *id.* ¶ 7 n.27.

in turn is wholly owned by the Minister of Finance of Singapore.⁸ ST Telemedia and its parent company are organized under the laws of the Republic of Singapore.⁹

The control and ownership of GCL has not changed in any material respect since the Commission approved that structure in October 2003.¹⁰ At that time, the Commission held that ST Telemedia's and Temasek's investment and interest in GCL were consistent with the public interest.¹¹ Regarding submarine cable facilities specifically, the Commission found that ST Telemedia's and Temasek's ultimate control of cable landing licenses held by GCL's subsidiaries would not adversely affect competition in any way, and that the transaction by which these companies assumed control of GCL would not cause an appreciable increase in the concentration of ownership of cable landing stations.¹²

⁸ Temasek also controls Singapore Telecommunications Limited ("SingTel"), the dominant provider of domestic and international telecommunications services in Singapore. Though under common control, ST Telemedia and SingTel are legally separate entities and operate independently of each other, with only arms' length dealings between them.

⁹ Additional information about ST Telemedia is available on its website: <http://www.sttelemedia.com>.

¹⁰ At the time of the *GCL Transfer Order*, ST Telemedia was wholly owned by Singapore Technologies Pte Ltd, a Singapore-based conglomerate wholly-owned by Temasek. *GCL Transfer Order* ¶ 27. On December 31, 2004, Singapore Technologies' shares of ST Telemedia were transferred to Temasek through a *pro forma* transfer of control of which the Commission was timely notified on January 28, 2005. See FCC Wireless Telecommunications Bureau, Application for Assignments of Authorization and Transfers of Control, File Number 0002027295, Exh. A (Jan. 28, 2005). In addition, following the recent issuance of additional stock by GCL, ST Telemedia's equity and voting interest in GCL was diluted from 61.5 percent to 56.5 percent.

¹¹ *GCL Transfer Order* ¶ 56.

¹² *Id.* ¶¶ 39-41. Although the Commission determined that ST Telemedia's affiliate SingTel was dominant in the cable landing station input market in Singapore and ST Telemedia's subsidiary Indosat was dominant in that market in Indonesia, the Commission concluded that the transaction would not harm competition in light of GCL's acceptance of dominant treatment. See *id.* ¶ 41; see also *infra* Part IV (describing GCL's acceptance of dominant treatment).

II. DESCRIPTION OF THE TRANSACTION

The transfer of Impsat USA's interest in the License to GCL will take place as follows. On October 25, 2006, GCL, GC Crystal Acquisition, Inc. ("GC Crystal Acquisition"), a newly established Delaware corporation and an indirect wholly owned subsidiary of GCL, and Impsat entered into an agreement and plan of merger ("Merger Agreement"). Consistent with the Merger Agreement, U.K. Holdco 2, a company to be established under United Kingdom law that will be the direct parent of GC Crystal Acquisition and an indirect, wholly owned subsidiary of GCL, will acquire, in exchange for cash and the assumption, refinance, and/or repayment of debt, all of the issued and outstanding shares of common stock of Impsat, constituting all of the voting and equity interest in Impsat. The acquisition will be effectuated through a merger of GC Crystal Acquisition with and into Impsat, with Impsat continuing as the surviving corporation under its existing name. Following the consummation of the proposed transaction, GCL thus will become the indirect parent of Impsat USA, Impsat's Commission-licensed subsidiary. The Applicants expect to close the proposed transaction by February 2007. Organizational charts depicting the pre- and post-closing ownership structures of Impsat USA are attached to the Section 214 Application filed simultaneously with this application.

III. INFORMATION REQUIRED BY SECTION 1.767

Pursuant to section 1.767(a) of the Commission's rules, the Applicants provide the following information:

(1) Names, Addresses, and Telephone Numbers

The name, address, and telephone number of the transferor is:

Impsat Fiber Networks, Inc.
Elvira Rawson de Dellepiane 150
Piso 8
C1107 BCA
Buenos Aires, Argentina
011-54-11-5170-0000

The name, address, and telephone number of the transferee is:

Global Crossing Limited
Wessex House
45 Reid Street
Hamilton HM12
Bermuda
(441) 296-8600

(2) Place of Formation

Impsat is a corporation organized under the laws of the State of Delaware. GCL is a company organized under the laws of Bermuda.

(3) Correspondence concerning this application should be sent to the following:

For Impsat and Impsat USA:

Johanna Ravelo
General Counsel
Impsat USA, Inc.
2040 North Dixie Highway
Wilton Manors, Florida 33305
(954) 779-7171 ext. 3120

With a copy to:

Wayne D. Johnsen
Chin Kyung Yoo
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
(202) 719-7000
Counsel to Impsat Fiber Networks, Inc.

For GCL:

Paul Kouroupas
Security Officer & Vice President, Regulatory Affairs
Global Crossing Limited
200 Park Avenue, Suite 300
Florham Park, New Jersey 07932
(973) 937-0100

With a copy to:

Teresa D. Baer
Brian W. Murray
Latham & Watkins LLP
555 11th Street, N.W.
Suite 1000
Washington, D.C. 20004
(202) 637-2200
Counsel to Global Crossing Limited

(4) Description of the Cables

Impsat USA jointly holds a license to land and operate a submarine cable between the United States and various points in the Caribbean and in South America. A description of the submarine cable system is included in the original application for the License on file with the Commission and is incorporated herein by reference.

(5) Landing Points

A description of the landing stations is included in the original application on file with the Commission and is incorporated herein by reference.

(6) Common Carrier or Non-Common Carrier Status

The License authorizes operation of the cable on a common carrier basis.

(7) List of Proposed Owners

As a result of the proposed transaction, the control of Impsat USA, which holds an interest in the License, will be transferred to GCL. A complete list of GCL's ownership is

provided below in response to the information requested by section 63.18(h) of the Commission's rules. The interests of the other owners in the AMERICAS-II submarine cable system will not change as a result of the proposed transaction.

(8) Certification and Ownership Information Required by Sections 63.18(h)-(k) and (o) of the Commission's Rules

Information requested by section 63.18(h):

The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of Impsat and Impsat USA following consummation of the proposed transaction:

U.K. Holdco 2

Address: 1 London Bridge, London SE1 9BG, England
Citizenship: United Kingdom
Principal Business: Holding company
Relationship: To be 100 percent owner of Impsat

U.K. Holdco 1

Address: 1 London Bridge, London SE1 9BG, England
Citizenship: United Kingdom
Principal Business: Holding company
Relationship: To be 100 percent owner of U.K. Holdco 2

GC International Networks Ltd.

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda
Citizenship: Bermuda
Principal Business: Holding company
Relationship: To be 100 percent owner of U.K. Holdco 1

South American Crossing Holdings Limited

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda
Citizenship: Bermuda
Principal Business: Holding company
Relationship: 100 percent owner of GC International Networks Ltd.

Global Crossing Holdings Limited

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda
Citizenship: Bermuda
Principal Business: Holding company
Relationship: 100 percent owner of South American Crossing Holdings Limited

Global Crossing Limited (“GCL”)

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda

Citizenship: Bermuda

Principal Business: Telecommunications

Relationship: 100 percent owner of Global Crossing Holdings Limited

STT Crossing Ltd. (“STT Crossing”)

Address: 10 Frere Felix de Valois Street, Port Louis, Mauritius

Citizenship: Mauritius

Principal Business: Holding company

Relationship: 56.5 percent owner of GCL

Fidelity Management & Research Co.

Address: 82 Devonshire Street, Boston, Massachusetts 02109

Citizenship: United States

Principal Business: Investment firm

Relationship: 10.0 percent owner of GCL

STT Communications Ltd (“STT Communications”)

Address: 51 Cuppage Road #10-11/17, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: Holding company

Relationship: 100 percent owner of STT Crossing

Singapore Technologies Telemedia Pte Ltd (“ST Telemedia”)

Address: 51 Cuppage Road #10-11/17, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: Telecommunications and information technologies

Relationship: 99.99 percent owner of STT Communications¹³

Temasek Holdings (Private) Limited (“Temasek”)

Address: 60B Orchard Road #06-18, The Atrium@Orchard, Singapore 238891

Citizenship: Singapore

Principal Business: Investment holding company

Relationship: 100 percent owner of ST Telemedia

GCL, the transferee, has no other ten percent or greater shareholders.¹⁴

¹³ The remaining 0.01 percent of STT Communications’ shares are held by current members of ST Telemedia’s management, all of whom are citizens of Singapore, as nominees of ST Telemedia.

¹⁴ Richard Rainwater, a U.S. citizen, holds an approximate 5.9 percent equity and voting interest in GCL. Entities controlled by Carlos Slim Helu, a Mexican citizen, hold an approximate 4.0 percent equity and voting interest. A number of U.S.-based investment firms have equity and voting interests of at least 1.0 percent: DuPont Pension Trust (3.7

With respect to interlocking directorates, three current directors of GCL are also directors of foreign carriers. Specifically, Robert Jay Sachs, Peter Seah Lim Huat, and Lee Theng Kiat are each directors of StarHub Ltd (“StarHub”), a Singapore telecommunications carrier, and Peter Seah Lim Huat and Lee Theng Kiat are each commissioners (equivalent to a director) of PT Indosat Tbk (“Indosat”), an Indonesian telecommunications carrier. The directors of Impsat following its merger with GC Crystal Acquisition have not yet been selected. The Applicants will advise the Commission of any additional interlocking directorates promptly following consummation of the proposed transaction.

Information requested by section 63.18(i):

Impsat and GCL certify that they are not foreign carriers within the meaning of section 63.09(d) of the Commission’s rules. They certify that they are affiliated, within the meaning of section 63.09(e) of the Commission’s rules, with foreign carriers that provide telecommunications services in the countries listed below. After the proposed transaction, Impsat will become affiliated with the current foreign carrier affiliates of GCL, and GCL will become affiliated with the current foreign carrier affiliates of Impsat. Otherwise, Impsat’s and GCL’s foreign carrier affiliations will not change as a result of the proposed transaction.

Impsat: Argentina, Brazil, Chile, Colombia, Ecuador, Peru, and Venezuela.

percent); DuPont Capital Management (3.2 percent); Adage Capital Advisors LLC (1.8 percent); Fred Alger Management, Inc. (1.5 percent); Knightsbridge Asset Management LLC (1.2 percent); TCS Capital Management LLC (1.1 percent); Kingdon Capital Management LLC (1.0 percent). Senior officers and directors of GCL also hold equity and voting interests, as follows: 1.45 percent (U.S. citizenship), 0.36 percent (Singapore citizenship), 0.19 percent (Venezuelan citizenship), 0.06 percent (Belgian citizenship), and 0.02 percent (Dutch citizenship).

GCL and Related Entities: Argentina, Australia, Bangladesh, Belgium, Bermuda, Brazil, Canada, Chile, Czech Republic, Denmark, France, Germany, Hong Kong, Hungary, India, Indonesia, Ireland, Italy, Japan, Korea, Malaysia, Mauritius, Mexico, the Netherlands, Norway, Panama, Peru, Philippines, Singapore, Spain, Sweden, Switzerland, Taiwan, Thailand, the United Kingdom, Uruguay, and Venezuela.

Information requested by section 63.18(j):

The Applicants certify that, following the consummation of the proposed transaction, the Applicants will seek to provide international telecommunications services to the destination countries listed below, where the Applicants control a foreign carrier in that country or where any entity that owns more than 25 percent of the Applicants, or that controls the Applicant, controls a foreign carrier in that country:

1. Entities Controlled by Impsat or Its Affiliates

Destination Country	Company
Argentina	Impsat S.A.
Brazil	Impsat Comunicacoes Ltda.
Chile	Impsat Chile S.A.
Colombia	Impsat S.A.
Ecuador	Impsatel del Ecuador S.A.
Peru	Impsat Peru S.A.
Venezuela	Telecomunicaciones Impsat S.A.

2. Entities Controlled by GCL or Its Affiliates

a. GCL

Destination Country	Company
Argentina	GC SAC Argentina S.R.L.
Australia	Global Crossing Australia Pty. Limited
Belgium	GC Pan European Crossing Belgie b.v.b.a/s.p.r.l
Brazil	SAC Brasil S.A.
Canada	Global Crossing Telecommunications Canada Ltd.
Chile	SAC Chile S.A.
Czech Republic	Global Crossing PEC Czech s.r.o.
Denmark	Global Crossing PEC Danmark ApS
France	GC Pan European Crossing France S.A.R.L.
Germany	GC Landing Co. GmbH Global Crossing PEC Deutschland GmbH
Hong Kong	Global Crossing Hong Kong Limited
Hungary	GC Hungary Holdings Vagyonkezele Korlatolt Felelossegu Tarsasag
Ireland	Global Crossing Ireland Limited
Italy	Global Crossing PEC Italia s.r.l.
Japan	Global Crossing Japan K.K.
Mexico	Global Crossing Landing Mexicana S. de R.L.
Netherlands	GT Netherlands B.V. Global Crossing PEC Nederland B.V.
Norway	GC Pan European Crossing Norge As
Panama	Global Crossing Panama Inc. PAC Panama S.A.
Peru	SAC Peru S.R.L.

Destination Country	Company
Singapore	Global Crossing Singapore Pte. Ltd.
Spain	GC Pan European Crossing España S.A.
Sweden	Global Crossing Sverige A.B.
Switzerland	Global Crossing PEC Switzerland GmbH
United Kingdom	GT UK Ltd. GC Pan European Crossing U.K. Ltd. Global Crossing (UK) Telecommunications Ltd.
Uruguay	SAC Argentina S.R.L.
Venezuela	Global Crossing Venezuela B.V. Pan American Crossing Landing B.V.

b. ST Telemedia

Destination Country	Company
Bangladesh	ST Teleport Pte Ltd
Indonesia	PT Indosat Tbk (“Indosat”)
Malaysia	N-Wave Telecoms Sdn. Bhd.
Singapore	Digital Network Access Communications Pte Ltd NexWave Telecoms Pte. Ltd. ST Teleport Pte Ltd StarHub Mobile Pte Ltd StarHub Ltd TeleChoice International Limited

e. **SingTel¹⁵**

Destination Country	Company
Australia	Optus Mobile Pty Limited Optus Networks Pty Limited Optus Telephony Pty Limited Optus Vision Pty Limited Simplus Mobile Pty Limited Singapore Telecom Australia Pty Limited Ue Access Pty Limited Unite.Com Pty Limited Virgin Mobile (Australia) Pty Limited XYZed LMDS Pty Limited XYZed Pty Limited
Hong Kong	APT Satellite Telecommunications Limited GB21 (Hong Kong) Limited Singapore Telecom Hong Kong Limited
Japan	Singapore Telecom Japan Co Ltd
Korea	Singapore Telecom Korea Ltd
Malaysia	Singapore Telecom (Malaysia) Sdn Bhd Sudong Sdn Bhd
Mauritius	Network i2i Limited
Singapore	Digital Network Access Communications Pte Ltd INS Holdings Pte Ltd NCS Communications Engineering Pte. Ltd. Singapore Telecom Mobile Pte Ltd Singapore Telecommunications Ltd (“Singtel”) SingTelSat Pte Ltd Subsea Network Services Pte Ltd
Taiwan	SingTel Taiwan Limited
United Kingdom	SingTel (Europe) Limited

¹⁵ The information relating to SingTel and its subsidiaries is based on GCL’s reasonable due diligence, including its review of publicly available sources of information. ST Telemedia has only arms’ length dealings with SingTel and does not have direct access to SingTel for information on its investments and operations.

Information requested by section 63.18(k):

Each country listed in response to section 63.18(j) is a Member of the World Trade Organization (“WTO”).

Information requested by section 63.18(o):

The Applicants certify, pursuant to sections 1.2001 through 1.2003 of the Commission’s rules, that no party to the 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) Certification of Compliance with Routine Conditions

GCL 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) Other Information

Grant of this Application will serve the public interest, convenience and necessity because the proposed transaction will strengthen Impsat USA’s ability to compete in the U.S. international services market. As a result of the proposed transaction, Impsat will be backed by an entity—GCL—that has significant telecommunications experience and financial resources. This expertise and financial support will strengthen Impsat’s (and by extension, Impsat USA’s) financial viability, and thus its ability to compete with well-financed rival companies—a result that is clearly in the public interest. Such competition will in turn benefit U.S. customers, who will enjoy greater choice from among competitive services. Significantly, the proposed transaction will not adversely impact competition in the United States in any way. It also will be transparent to Impsat USA’s customers, who will continue to receive the same service on the same general terms. Moreover, only three years ago, in the *GCL Transfer Order*, the Commission found that the general ownership structure proposed in the Application was

presumptively in the public interest, and conditioned its approval on GCL's compliance with the terms of a Network Security Agreement entered into with certain U.S. government agencies.¹⁶ Nothing has changed since that time to warrant a different result. GCL further requests that the Commission condition grant of this Application on compliance with the terms of the Network Security Agreement.¹⁷ Accordingly, grant of this Application will serve the public interest, convenience, and necessity.

IV. REQUEST FOR STREAMLINED PROCESSING

The Applicants request streamlined processing of this Application pursuant to sections 1.767(j) and (k) of the Commission's rules.¹⁸

Although GCL is affiliated with a foreign carrier in each of the countries listed in response to section 63.18(i) above, each of the foreign carrier affiliates in those countries—with the exceptions of Indonesia¹⁹ and Singapore²⁰—is presumed to be non-dominant pursuant to

¹⁶ *GCL Transfer Order* ¶ 51.

¹⁷ The Applicants have commenced discussions with the Executive Branch agencies regarding the manner in which Impsat and Impsat USA will be included under the existing Network Security Agreement, as well as any concerns those agencies may have relating to the potential national security and law enforcement implications of the proposed transaction. The Applicants will inform the Commission of the outcome of those discussions.

¹⁸ If for any reason the Commission denies streamlined processing, the Applicants hereby request expedited review and processing of this Application to maximize the benefits to consumers. The Applicants have sought to structure the proposed transaction so that it will proceed as quickly as possible, thus accelerating its beneficial consequences for consumers. Moreover, as noted above, the Applicants expect to close the proposed transaction by February 2007. The public interest therefore supports completing the review process as soon as possible.

¹⁹ GCL previously agreed to be classified as dominant under section 63.10 of the Commission's rules with respect to Indosat, a provider of international telecommunications services in Indonesia, at a time when the International Bureau listed Indosat as a foreign carrier presumed to possess market power in a foreign telecommunications market. *GCL Transfer Order* ¶¶ 7, 41-45. However, Indosat no longer appears on that list. See *The International Bureau Revises and Reissues the*

section 63.10(a)(3) of the Commission's rules because it lacks sufficient market power on the foreign end of the relevant routes to affect competition adversely in the U.S. Specifically, each of the foreign carriers possesses significantly less than 50 percent market share in the international transport and local access markets on the foreign end of each route.

With regard to GCL's affiliate in Indonesia, a WTO Member country, GCL previously agreed to be classified as dominant on the U.S.-Indonesia route under section 63.10 of the Commission's rules, and the Applicants do not seek reclassification at this time. With regard to GCL's affiliate in Singapore, also a WTO Member country, the Applicants agree to be classified as dominant on the U.S.-Singapore route, without prejudice to their right to petition for reclassification at a later date. Moreover, in the 2003 *GCL Transfer Order*, the Commission authorized the same entity with the same ultimate ownership—GCL—to provide the applied-for services on the affiliated destination routes, and GCL agrees to be subject to all of the conditions to which GCL is already subject for its previous service on those routes. In particular, GCL agrees to accept and abide by the reporting requirements set out in section 1.767(l) of the Commission's rules, 47 C.F.R. § 1.767(l).

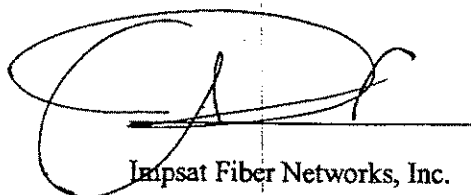
Commission's List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets, Public Notice, DA 04-1584, at 5 (rel. May 28, 2004). GCL does not in this application request a change in this status, although it reserves its right to petition for reclassification at a later time.

²⁰ The Commission presumes that SingTel has market power in the Singapore market. *See The International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, DA 04-1584, at 7 (rel. May 28, 2004).

CONCLUSION

For these reasons, Impsat and GCL respectfully request that the Commission consent to the proposed transfer of control of Impsat to GCL as expeditiously as possible, conditioned on compliance with the terms of the Network Security Agreement.

Respectfully submitted,



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