

**Please Date Stamp & Return  
To Holland & Knight LLP**

Eric Fishman  
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June 7, 2007

**FILED/ACCEPTED**

**JUN 21 2007**

Federal Communications Commission  
Office of the Secretary

VIA HAND DELIVERY

Marlene H. Dortch  
Office of the Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20054

Re: Notification of *Pro Forma* Transfer of Control of Antilles Crossing-St. Croix, Inc.,  
FCC File Nos. SCL-LIC-20031125-00032 and SCL-ASG-20050902-00017

Dear Ms. Dortch:

Pursuant to Sections 1.767(g)(7) and 63.24(d) of the Commission's rules, 47 C.F.R. §§ 1.767(g)(7) and 63.24(d), Antilles Crossing-St. Croix, Inc. ("ACSC") (FRN 0013963624), which holds the above-captioned cable landing license, hereby notifies the Commission of its intention to undertake in the near future a *pro forma* transfer of control pursuant to a corporate reorganization.<sup>1</sup> As described below, this corporate reorganization will not affect the ultimate control of ACSC and its cable landing license.

In this reorganization, Leucadia National Corporation ("Leucadia"),<sup>2</sup> which presently indirectly owns a 75% controlling equity interest in ACSC, and LPH Telecom Ltd., a wholly

<sup>1</sup> File No. SCL-LIC-20050418-00010. ACSC intends to implement this corporate reorganization prior to the consummation of a Joint Venture Agreement between Auto-Guadeloupe Investissement (S.A.), d/b/a Loret Group ("AGI") and Baldwin Enterprises, Inc., a wholly owned subsidiary of Leucadia National Corporation, ACSC's parent company. The Joint Venture Agreement, when consummated, will result in a transfer of control of ACSC from its then current shareholders (as identified in the instant letter) to Global Caribbean Fiber, a French company in which AGI and Caribbean Fiber Holdings, LP, a newly formed limited partnership ultimately controlled by Baldwin Enterprises, will hold equity ownership interests of 60% and 40%, respectively. An application for transfer of control of ACSC to implement the terms of the Joint Venture Agreement is being filed concurrently with this letter.

<sup>2</sup> As previously noted, Leucadia's common shares are publicly traded on the New York Stock Exchange. See Antilles Crossing Limited, Application for a License to Land and Operate a Private Fiber-Optic Cable System Between the U.S. Virgin Islands, St. Lucia, and Barbados, FCC File No. SCL-LIC-20031125-00032, at pp. 8-9 (filed November 25, 2003) ("ACL Application"). Letter from Kent D. Bressie, Counsel for ACL, to FCC Secretary Marlene H. Dortch, FCC File No. SCL-LIC-20031125-00032, at p. 2 (December 3, 2003) ("ACL Supplement"). Ian M. Cumming and Joseph S. Steinberg are Leucadia's only 10% or greater shareholders. See ACL Application at p.

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owned subsidiary of Light & Power Holdings Ltd., a Barbados company, which presently owns a 25% equity interest in ACSC, each will transfer its ownership interest in ACSC to a newly formed indirect subsidiary, Caribbean Fiber Holdings, LP ("CFH"). CFH will also hold a controlling ownership interest in the following affiliated companies:

- 100% ownership interest in AC (Barbados) IBC, Inc., a Barbados corporation, which owns Antilles Crossing (St. Lucia) Limited, the entity which owns the subsea portion of the Antilles Crossing System in St. Lucia's territorial waters;
- 100% ownership interest in Antilles Crossing Holding Company (St. Lucia) Limited, a St. Lucia corporation which owns Tele(Barbados) Inc., a Barbados corporation, the entity which provides telecommunications services in Barbados;
- 99.9% ownership interest in Antilles Crossing International, LP, a Delaware limited partnership which owns the subsea portions of the Antilles Crossing system in international waters;
- 99.9% ownership interest in AC Barbados, LP, a Delaware limited partnership, which will own the subsea portion of the Antilles Crossing System in Barbados territorial waters.

CFH, in turn, will be owned by Baldwin Carib, LP (74.9%), LPH Ltd. (Barbados) (25%) and LUK – Carib, LLC (0.1%). Baldwin Carib, LP, a Delaware limited partnership, is a wholly owned subsidiary of Baldwin Enterprises, Inc. Baldwin Enterprises, Inc., a Colorado corporation, is, in turn, a wholly owned subsidiary of Phlcorp, Inc. Phlcorp, Inc., a Pennsylvania corporation, is the wholly owned subsidiary of Leucadia National Corporation. The general partner of CFH will be LUK-Carib, LLC. LUK-Carib, LLC is also general partner of, and holds a 0.1% ownership interest in, Antilles Crossing International, LP and AC Barbados, LP. LUK-Carib, LLC is 100% owned by Baldwin Enterprises, Inc.

LPH Telecom Ltd., a Barbados company, holds a 25% limited partnership interest in Antilles Crossing, LP, a Delaware limited partnership. Antilles Crossing, LP owns the subsea portion of the Antilles Crossing system in Barbados territorial waters and the Barbados cable station. The remaining partnership interests in Antilles Crossing, LP are held by Baldwin Carib, LP (74.9%) and LUK – Carib, LLC (0.1%).

The address of LUK-Carib is as follows:

LUK-Carib, LLC  
c/o Leucadia National Corporation  
529 East South Temple  
Salt Lake City, Utah 84102

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9. Messrs. Cumming and Steinberg have an oral agreement to consult with each other with respect to elections to Leucadia's board of directors. See ACL Application at p. 9, ACL Supplement at p. 2.

As previously noted, ACSC is a corporation organized under the laws of the U.S. Virgin Islands.<sup>3</sup> The name, address and telephone number of ACSC are as follows:

Antilles Crossing – St. Croix, Inc.  
c/o Tele(Barbados) Inc.  
6<sup>th</sup> Floor, CGI Tower  
Warrens  
St. Michael  
Barbados  
Telephone: (246) 620-1000  
Fax: (246) 421-9247  
Commission FRN 0013963624

In the attached certification, ACSC certifies that the assignment of the cable landing license for the Antilles Crossing System from Leucadia to CFH will be pro forma as defined by Section 63.24(d) of the Commission's rules and that, together with all previous pro forma transactions (of which there are none) the corporate reorganization described in this letter will not result in a change of the licensee's ultimate control.<sup>4</sup> As the Antilles Crossing business will be organized without any substantial change in beneficial ownership, and because the license will continue to be held by ACSC, the transaction qualifies as presumptively pro forma and does not require prior approval by the Commission.<sup>5</sup>

In the attached certification, ACSC also certifies that no party to this notification is subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.<sup>6</sup>

If you have any questions, please do not hesitate to contact the undersigned counsel directly.

Sincerely,



Eric Fishman  
Counsel for Antilles Crossing – St. Croix, Inc.

Attachment

cc: George Li, International Bureau

<sup>3</sup> September 2, 2005 letter from Kent D. Bressie, Counsel for ACSC, to Rebecca H. Dortch.

<sup>4</sup> See 47 C.F.R. § 1.767(g)(7), 63.24(d).

<sup>5</sup> See 47 C.F.R. § 1.768.

<sup>6</sup> See 47 C.F.R. §§ 1.767(a)(8), 1.2001-1.2003, and 63.18(o).

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cc: Ambassador David Gross  
U.S. Coordinator  
EB/CIP, U.S. Department of State  
2201 C Street, NW  
Washington, DC 20520-5818

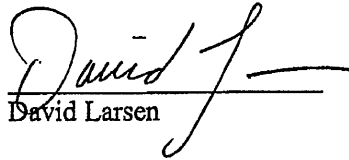
Kathy Smith  
Chief Counsel, NTIA  
U.S. Department of Commerce  
14<sup>th</sup> St. and Constitution Ave., NW  
Washington, DC 20230

Hillary Morgan  
Deputy General Counsel  
Defense Information Systems Agency  
Code RGC  
701 S. Courthouse Road  
Arlington, VA 22204

## CERTIFICATION

I, David Larsen, Treasurer of Antilles Crossing – St. Croix, Inc. ("ACSC"), do hereby certify that the transfer of control of ACSC described in the attached letter of Eric Fishman will be pro forma as defined by Section 63.24(d) of the Commission's rules and that, together with all previous pro forma transactions (of which there are none) this transfer of control will not result in a change of the licensee's ultimate control. As the Antilles Crossing business will be reorganized without any substantial change in beneficial ownership, and because the cable landing license will continue to be held by ACSC, the transaction qualifies as presumptively pro forma and does not require prior approval by the Commission.

I further certify that no party to this notification is subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

  
David Larsen

June 7, 2007

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