

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
30360-0589
Page 1 of 1

(1) LOCKBOX #
358115

REMITTANCE ADVICE
Please Date Stamp & Return
To Holland & Knight LLP

FCC/NEELON

JUN 21 2007

SPECIAL USE ONLY

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)

Holland & Knight LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

(4) STREET ADDRESS LINE NO. 1

c/o ATTN: Eric Fishman

(5) STREET ADDRESS LINE NO. 2

2099 Pennsylvania Avenue, NW, Suite 100

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-828-1849

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)

0004148995

(12) FCC USE ONLY

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME Antilles Crossing - St. Croix, Inc.

(14) STREET ADDRESS LINE NO. 1

c/o Holland & Knight LLP, ATTN: Eric Fishman

(15) STREET ADDRESS LINE NO. 2

2099 Pennsylvania Avenue, NW, Suite 100

(16) CITY

Washington

(17) STATE

DC

(18) ZIP CODE

20006

(19) DAYTIME TELEPHONE NUMBER (include area code)

202-828-1849

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0013963624

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

\$965.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, Eric Fishman, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

DATE 06/21/07

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD

VISA

AME

DISCOV

X

ER

ACCOUNT
NUMBER

EXPIRATION DATE

I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.

SIGNATURE

DATE

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

Holland+Knight

Tel 202 955 3000
Fax 202 955 5564

Holland & Knight LLP
2099 Pennsylvania Avenue, N.W., Suite 100
Washington, D.C. 20006
www.hklaw.com

Please Date Stamp and Return To
HOLLAND & KNIGHT LLP

Eric Fishman
202 828 1849
eric.fishman@hklaw.com

June 21, 2007

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

To whom it may concern:

Transmitted herewith on behalf of Antilles Crossing – St. Croix, Inc., ("ACSC") are an original and ten copies of its request for streamlined processing, pursuant to Cable Landing License Act, to effectuate a transfer of control of ACSC to Global Caribbean Fiber.

This application is accompanied by the required FCC Form 159 and filing fee in the amount of \$965.00.

Also attached is a copy of this filing to be stamped-in by your office and returned to our courier for delivery to us.

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

Sincerely,



Eric Fishman

Enclosures

cc: George Li

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

June 21, 2007

Page 2

Kathy Smith
Chief Counsel, NTIA
U.S. Department of Commerce
14th 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

#4623091_v1

HOLLAND & KNIGHT LLP

1044041 Federal Communications Commission

06/21/07

CHECK NO.

80014122

VOUCHER NO.	INVOICE NO.	G/L NO.	DESCRIPTION	AMOUNT
1832239	MCT070621144310	01104610000000000000000000	101304.00001 --- Filing fee.	965.00
TOTAL				\$965.00

HOLLAND & KNIGHT LLP2115 HARDEN BOULEVARD
LAKELAND, FLORIDA 33803-5918
(863) 682-1161Wachovia
St. Petersburg, FL

63-751/631

80014122

VOID AFTER 180 DAYS

U.S. FUNDS

DATE

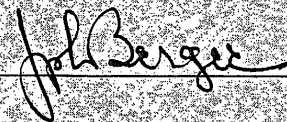
06/21/07

AMOUNT

\$965.00

P
A NINE HUNDRED SIXTY-FIVE AND 00/100
YTO THE
ORDER
OFFederal Communications Commission
445 12th Street SW
Washington, DC 20554

TWO SIGNATURES REQUIRED ON CHECKS OVER \$2,500



⑈80014122⑈ ⑆063107513⑆ 209000239044⑈

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)	
)	
ANTILLES CROSSING – ST. CROIX, INC.)	File No. _____
)	
Application for Authority pursuant to)	
Cable Landing License Act for transfer of control)	

Transfer of Control Application
Streamlined Processing Requested

Antilles Crossing – St. Croix, Inc. ("ACSC") (FRN 0013963624), Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group ("AGI") (FRN 0016458861), and Leucadia National Corporation ("Leucadia") (FRN 0006929319), by their attorneys and pursuant to the Cable Landing License Act, hereby requests authority to effectuate a transfer of control of ACSC from Leucadia, its current indirect majority shareholder, to Global Caribbean Fiber ("GCF"), a French company whose two sole equity owners will be AGI (60%) and Caribbean Fiber Holdings, LP ("CFH"), a newly formed limited partnership ultimately controlled by Leucadia. For the reasons set forth below, ACSC respectfully submits that grant of this application will service the public interest and should be granted on a streamlined basis.

1. Background.

Pursuant to a Joint Venture Agreement executed May 29, 2007, AGI and Baldwin Enterprises, Inc. ("BEI"), a wholly owned subsidiary of Leucadia, have agreed to form a joint venture which will combine the submarine cable networks which each party operates in the Caribbean region. Among the assets which each party will contribute will be the ownership interests which each party controls in certain companies and partnerships operating in the region.

In exchange for such assets, AGI and BEI will receive ownership interests of 60% and 40%, respectively, in GCF, which will become the parent company for the former AGI and BEI subsidiaries.

A. GCF and AGI

GCF is a wholly-owned subsidiary of AGI,¹ a public limited company organized under the laws of France, and is the 85% majority owner of Global Caribbean Network ("GCN"), which operates a fiber-optic submarine cable network which the Commission has licensed to operate on a non-common carrier basis between Puerto Rico, Guadeloupe, Saint Martin, and St. Croix, and on a common carrier basis between Puerto Rico and St. Barthélemy.²

In addition to its majority ownership interest in GCN, GCF is the majority owner of two other submarine fiber optic companies serving the Caribbean region – Middle Caribbean Network ("MCN"), with landing stations in Guadeloupe, Dominica and Martinique, and Southern Caribbean Fiber ("SCF"), with landing stations in Martinique, St. Kitts, St. Lucia, St. Vincent and the Grenadines, Grenada, Trinidad, Barbados and Antigua. GCF is the 100% owner of MCN, and holds a 93% equity ownership interest in SCF.³

B. BEI

BEI, a company organized under the laws of Colorado, is a wholly owned subsidiary of Phlcorp, Inc., a Pennsylvania corporation, which is a wholly owned subsidiary of Leucadia, the current indirect controlling shareholder of ACSC. Pursuant to a corporate reorganization which Leucadia intends to implement shortly before the transfer of control contemplated in the instant

¹ The majority owner of AGI (which holds an 85% equity interest in GCN) is S.A.L Loret et Compagnie, a public limited company organized under the laws of France, which holds a 61.5% equity interest in AGI. The principal remaining owner of AGI is Christiane Aubery Loret, who owns a 34.26% interest in the company.

² FCC File Nos. SCL-LIC-20050418-00010; ITC-214-20050623-00237 and ITC-214-20050621-00231. The remaining owners of GCN are two French companies, Semsamar and Mediaserv, which hold a 10% and 5% interest in GCN, respectively.

³ The remaining 7% ownership in SCF is held by ROIFE, Inc., a Delaware company.

application, Leucadia will transfer its ownership interests in ACSC and other affiliated companies doing business in the Caribbean region⁴ to a newly formed company, Caribbean Fiber Holdings, LP. Caribbean Fiber Holdings, LP will, in turn, be owned by Baldwin Carib, LP (74.9%), LPH Telecom Ltd. (Barbados) (25%) and LUK – Carib, LLC (0.1%). Baldwin Carib, LP and LUK-Carib, LLC each are wholly owned subsidiaries of BEI, and LPH Telecom Ltd. is a wholly owned subsidiary of Light & Power Holdings Ltd., a Barbados company in which Leucadia has a 37.82% indirect interest (as of April 30, 2007). These transactions will result in a *pro forma* transfer of control of ACSC and its affiliates, and require no prior Commission approval under Section 1.767 of the rules, since Leucadia will retain ultimate beneficial ownership and control of these entities.

ACSC, a corporation organized under the laws of the U.S. Virgin Islands, holds a submarine cable landing license to operate a private fiber-optic cable system between the U.S. Virgin Islands, St. Lucia and Barbados.⁵ At present, ACSC is affiliated with three foreign carriers: (1) Antilles Crossing (St. Lucia) Limited, (2) Antilles Crossing, LP, and (3) Tele(Barbados), Inc.⁶ Antilles Crossing International, LP, a Delaware limited partnership, owns the subsea portions of the Antilles Crossing system in international waters. Antilles Crossing (St. Lucia) Limited, a St. Lucia limited company, owns the subsea portion of the Antilles Crossing system in St. Lucia's territorial waters and the St. Lucia cable station. Antilles Crossing, LP, a Delaware limited partnership, owns the subsea portion of the Antilles Crossing

⁴ In addition to ACSC, other companies affected by the corporate reorganization will be Antilles Crossing International, LP, AC Barbados, LP, AC (Barbados) IBC, Inc., Antilles Crossing (St. Lucia) Limited, and Antilles Crossing, LP. For further information regarding this *pro forma* transfer of control. Letter of Eric Fishman, counsel to ACSC, to Rebecca H. Dortch, dated June 7, 2007. For the Commission's convenience, a copy of this letter is attached hereto.

⁵ FCC File No. SCL-LIC-20031125-00032.

⁶ See Foreign Carrier Notification letters of Kent D. Bressie, counsel to ACSC, to Rebecca H. Dortch, dated September 2, 2005 and November 16, 2005.

system in Barbados territorial waters and the Barbados cable station. Tele(Barbados) Inc., a Barbados company, provides telecommunications service in Barbados.

C. The Proposed Transaction

By the instant application, ACSC seeks consent to effectuate a transfer of control from Leucadia, the ultimate parent of Caribbean Fiber Holdings, LP (the immediate parent of ACSC following the *pro forma* transfer of control set forth above) to Global Caribbean Fiber, a French company whose two sole equity owners will be AGI (60%) and Caribbean Fiber Holdings, LP (40%). Caribbean Fiber Holdings, LP, in turn, will be owned by Baldwin Carib, LP (74.9%), an indirect wholly owned subsidiary of Leucadia, LUK-Carib, LLC (0.1%), an indirect wholly owned subsidiary of Leucadia and LPH Telecom Ltd. ("LPH Telecom") (25%), a wholly owned subsidiary of Light & Power Holdings Ltd. ("Light & Power"), a publicly-traded Barbados limited company which operates as a holding company for electricity generation and distribution and telecommunications businesses. Leucadia owns 37.82% of Light & Power's shares (as of April 30, 2007). Thus, Leucadia will hold a combined indirect interest of 84.455% in Caribbean Fiber Holdings.

2. Section 1.767(a) Information

The following information is submitted, as required by Section 1.767(a) of the Commission's Rules, in support of Caribbean Crossings' request for authorization.

(1) Names and Addresses of Applicant, Transferor and Transferee (Section 1.767(a)(1)):

Antilles Crossing – St. Croix, Inc.
c/o Tele(Barbados) Inc.
6th Floor, CGI Tower
Warren
St. Michael
Barbados
Telephone: (246) 620-1000

Name and address of Transferor:

Leucadia National Corporation
315 Park Avenue South
New York, New York 10010
Phone: 212-460-1900

Name and address of Transferee:

Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group
Tour Secid, 8th Floor
Place de la Renovation, 97110
Pointe-à-Pitre, Guadeloupe
France
Phone: 590 590 57 10 00

(2) Jurisdictions of Organization (Section 1.767(a)(2)):

Antilles Crossing – St. Croix, Inc. is a corporation organized under the laws of the U.S. Virgin Islands. Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group is a company organized under the laws of France. Leucadia is a corporation organized under the laws of the state of New York.

(3) Correspondence concerning this application should be sent to (Section 1.767(a)(3)):

David Larsen, Treasurer
Antilles Crossing – St. Croix, Inc.
c/o Leucadia National Corporation
529 East South Temple
Salt Lake City, Utah 84102
Telephone: (801) 521-5400

and to:

Denis Lesueur, President
Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group
Tour Secid, 8th Floor
Place de la Renovation, 97110
Pointe-à-Pitre, Guadeloupe
France
Phone: 590 590 57 10 00

and to:

Joseph A. Orlando, Vice President
Leucadia National Corporation
315 Park Avenue South
New York, New York 10010
Phone: 212-460-1900

with copies to:

Eric Fishman, Esq.
Holland & Knight LLP
2099 Pennsylvania Avenue, NW
Washington, DC 20006
Phone: (202) 828-1849
FAX: (202) 419-2736
Email: eric.fishman@hklaw.com
Counsel for Auto-Guadeloupe Investissement, S.A

and to:

Kent D. Bressie
Harris, Wiltshire & Grannis LLP
1200 18th Street, N.W., Suite 1200
Washington, D.C. 20036
Phone: (202) 730-1337
FAX: (202) 730-1301
Email: kbressie@harriswiltshire.com
Counsel for Leucadia National Corporation

(4) Foreign Carrier Affiliations (Sections 1.767(a)(8) and 63.18(i)):

Concurrent with the filing of this application, ACSC and Global Caribbean Network, a subsidiary of GCF, are filing foreign carrier affiliation notifications pursuant to Sections 1.768 and 63.10 of the Commission's rules. Copies of these notifications are attached hereto.

(5) Ownership of AGI (Section 63.18(h)):

AGI, a public limited company organized under the laws of France, is engaged in the businesses of import/export trading, car rentals and real estate, and holds no telecommunications licenses. The company headquarters is located at Tour Secid, 8th Floor, Place de la Renovation, 97110 Pointe-à-Pitre, Guadeloupe, France.

The majority owner of AGI, holding a 61.49% equity interest, is S.A. L. Loret et Compagnie, a public limited company organized under the laws of France, and engaged in the business of import/export trading and services. The principal remaining owner of AGI is Christiane Aubery Loret, a French citizen, who owns a 34.22% equity interest in the company. The members of the AGI Supervising Board are Christiane Loret, Lucien Loret (both French citizens), and S.A. L. Loret et Compagnie. The directors of the company are Denis Lesueur (President) and Marie Loret, both citizens of France.

The principal owners of S.A. L. Loret et Compagnie, holding a ten-percent-or-greater equity interest are: SC Sciparin, a holding company organized under the laws of France (48.36%), Christiane Aubery Loret (33.37%), and Lucien Loret (15.10%), a citizen of France. The headquarters of S.A. Loret et Compagnie is at the same location as AGI. The principal owners of S.C. Sciparin, a private company organized under the laws of France, are Marie Loret (23.75%), Nathalie Loret (23.75%), Nadine Loret (23.75%) and Valerie Loret (23.75%), all of whom are French citizens.

Semsamar is engaged in the business of engineering services and holds no telecommunications licenses. The company headquarters is located at Immeuble du Port Marigot, 97150 Saint-Martin, France. The equity owners of Semsamar owning a 10% or greater interest in the company are: Commune de Saint-Martin (Saint-Martin municipality) (51.07%); Conseil Regional de Guadeloupe (14.46%), Caisse des Depots et Consignations de Paris (10%); and SARL Fonciere de l'Anse Marcel (10%) (all French entities or citizens). The members of the Semsamar Supervising Board are: Victor Gibbs (President), Jean Pierre Dupont (Vice President), Jean-Luc Hamlet, Daniel Billant, Daniel Gumbs, Jean Pierre Boury, Guy Erb, Christian Champare, Rene Arnel, Ernest Moutoussamy, Mme. Benfele Danielle-Pentier Amaury,

and Favrot Lucien Davrain, all of whom are citizens of France. The sole Director of Semsamar is Jean-Paul Fischer, a citizen of France.

Mediaserv is engaged in the business of information technology and data warehouse services, and holds authority, issued by the Autorité de Régulation des Communications Electroniques et de la Poste ("ARCEP"), to operate as an Internet and telecommunications service provider. The headquarters of the company is located at Tour Secid, 6th floor, Place de la Renovation, 97110 Pointe A Pitre, Guadeloupe. France. The only equity owner of Mediaserv holding a 10% or greater ownership interest is Loret Telecom (LORTEL) with 99.9% of Mediaserv's shares. LORTEL is owned by: La Pergola, a limited liability company organized under the laws of France and engaged in the business of real estate (24.99%); AGI (24.92%); and Mme. Marie-France Lesueur, a citizen of Guadeloupe (France) (22.47%). The Managing Director of Mediaserv is Ehsan Emami, a citizen of France. The Directors of Mediaserv are : Anne Bride, Mikis de Bonneval, , Sébastien Duffes, Isabelle Falek and Félix Orer, all of whom are citizens of France.

In addition to its majority ownership interest in GCN, AGI is the 100% owner of Middle Caribbean Network ("MCN"), a submarine fiber optic cable system with landing stations in Guadeloupe, Dominica and Martinique, and the 93% owner of Southern Caribbean Fiber ("SCF"), a submarine fiber optic cable system with landing stations in Martinique, St. Kitts, St. Lucia, St. Vincent and the Grenadines, Grenada, Trinidad, Barbados and Antigua.

Interlocking Directorates: Ehsan Emami, a director of GCN, is also a director of FCF, MCN, SCF and LORTEL.

(6) Foreign Carriers (Section 63.18(j)):

AGI certifies pursuant to Section 63.18(j)(3) of the Commission's rules that following the consummation of the proposed joint venture, it will control foreign carriers in St. Lucia and Barbados – Antilles Crossing (St. Lucia) Limited and Antilles Crossing, LP.⁷ As noted above, AGI is also the majority owner of two foreign submarine cable operators – SCF and MCN.

As a result of the joint venture, control of ACSC will shift from Leucadia, its current indirect majority shareholder, to Global Caribbean Fiber, a French company whose two sole equity owners will be AGI (60%) and Caribbean Fiber Holdings, LP ("CFH"), a newly formed limited partnership ultimately controlled by Leucadia (40%). Global Caribbean Fiber will own a 100% equity interest in ACSC, and a 75% equity interest in Antilles Crossing, LP a foreign carrier headquartered in Barbados. The remaining 25% of Antilles Crossing LP will be owned by LPH Telecom Ltd. (see Section 1.C above), a wholly owned subsidiary of Light & Power Holdings Ltd., a Barbados company in which Leucadia owns a 37.82% equity interest (as of April 30, 2007).

As a result of the transactions contemplated by the joint venture, CFH, the 40% owner of Global Caribbean Fiber, will also own a 100% equity interest in Tele(Barbados) Inc., a foreign carrier headquartered in Barbados, and Antilles Crossing Holding Company (St. Lucia) Limited, a foreign carrier headquartered in St. Lucia.

Further information concerning the foreign carrier affiliations of ACSC can be found in the notifications filed concurrently with this application, copies of which are attached hereto.

(7) WTO Membership (Section 63.18(k)):

AGI certifies that both Barbados and St. Lucia are members of the World Trade Organization.

(8) Anti-Drug Abuse Act Certification (Section 63.18(o)):

⁷ Pursuant to the Joint Venture Agreement, TeleBarbados will remain an indirect subsidiary of Leucadia.

See attachment.

(9) Certification (Section 1.767(a)(9)):

ACSC and AGI hereby certify that they accept and will abide by the routine conditions specified in Section 1.767(g) of the Commission's rules.

(10) Other Information (Section 1.767(a)(10)):

Applicants respectfully submit that grant of the instant application will serve the public interest by permitting it to address the growing needs of its customers in the Caribbean region through the combined resources of Global Caribbean Network and its affiliates. The proposed transfer of control will not result in any change in the policies and practices of ACSC, or in its long-standing commitment to provide state-of-the-art, affordable service between the United States and the Caribbean region.

3. Request for Streamlined Processing

Applicants seek streamlined processing for the instant application pursuant to the Commission's Report and Order in IB Docket No. 00-106, *Review of Commission Consideration of Applications under the Cable Landing License Act*, FCC 01-332, released December 14, 2001. Applicants respectfully submit that ACSC is qualified for such streamlined processing because it is not affiliated with any dominant foreign or U.S. carrier, and does not seek authority to provide basic switched services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

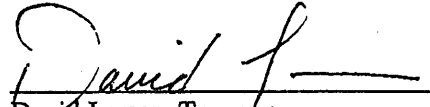
Conclusion

For the foregoing reasons, Antilles Crossing – St. Croix, Inc., Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group and Leucadia National Corporation respectfully request that the Commission grant this application and request for streamlined processing.

Respectfully submitted,

Antilles Crossing – St. Croix, Inc.

By:


David Larsen, Treasurer

and

Auto-Guadeloupe Investissement, S.A.

By:

Denis Lesueur, President

and

Leucadia National Corporation

By:

Joseph A. Orlando, Vice President

June 7, 2007

Respectfully submitted,

Antilles Crossing – St. Croix, Inc.

By: _____
David Larsen, Treasurer

and Auto-Guadeloupe Investissement, S.A.

By: _____
Denis Lesueur, President

and Leucadia National Corporation

By: _____
Joseph A. Orlando, Vice President

June 7, 2007

Respectfully submitted,

Antilles Crossing – St. Croix, Inc.

By: _____
David Larsen, Treasurer

and Auto-Guadeloupe Investissement, S.A.

By: _____
Denis Lesueur, President

and Leucadia National Corporation

By:  _____
Joseph A. Orlando, Vice President

June 7, 2007

CERTIFICATION OF

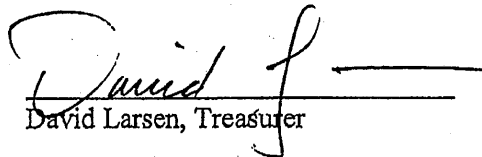
ANTILLES CROSSING – ST. CROIX, INC.

Antilles Crossing – St. Croix, Inc. certifies that no party to this application has been denied federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

The undersigned respectfully certifies under penalty of perjury that he has read the foregoing application and that the statements contained therein, and in this certification, are true and correct.

ANTILLES CROSSING – ST. CROIX, INC.

By:


David Larsen, Treasurer

June 7, 2007

CERTIFICATION OF

AUTO-GUADELOUPE INVESTISSEMENT, S.A.

Auto-Guadeloupe Investissement, S.A. certifies that no party to this application has been denied federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

The undersigned respectfully certifies under penalty of perjury that he has read the foregoing application and that the statements contained therein, and in this certification, are true and correct.

AUTO-GUADELOUPE INVESTISSEMENT, S.A.

By:



Denis Lesueur, President

June 7, 2007

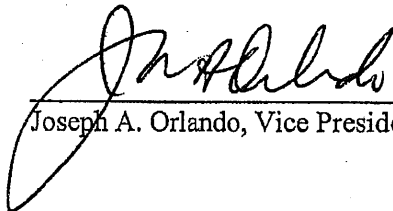
**CERTIFICATION OF
LEUCADIA NATIONAL CORPORATION**

Leucadia National Corporation certifies that no party to this application has been denied federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

The undersigned respectfully certifies under penalty of perjury that he has read the foregoing application and that the statements contained therein, and in this certification, are true and correct.

LEUCADIA NATIONAL CORPORATION

By:



Joseph A. Orlando, Vice President

June 7, 2007

**FOREIGN CARRIER AFFILIATION NOTIFICATIONS
OF
ANTILLES CROSSING – ST. CROIX, INC.
AND
GLOBAL CARIBBEAN NETWORK**

4590535_v1

June 7, 2007

Eric Fishman
202 828 1849
eric.fishman@hklaw.com

VIA HAND DELIVERY

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

Re: Foreign Carrier Affiliation Notification for Antilles Crossing-St. Croix, Inc.
Cable Landing Licensee for the Antilles Crossing System,
FCC File No. SCL-LIC-20031125-00032

Dear Ms. Dortch:

Pursuant to Section 1.768 of the Commission's rules, Antilles Crossing-St. Croix, Inc. ("ACSC") (FRN 0013963624), hereby notifies the Commission of new foreign carrier affiliations which it will acquire in Barbados and St. Lucia pursuant to a planned joint venture with Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group ("AGI"). An application for transfer of control of ACSC from its current shareholders to AGI is being filed concurrently with this letter. In connection with this transaction, a foreign carrier affiliation notification is also being filed concurrently by Global Caribbean Network ("GCN"), a subsidiary of Global Caribbean Fiber ("GCF"), a wholly-owned subsidiary of AGI.

By the attached certification, ACSC certifies the following information in response to Section 1.768(e) of the Commission's rules:

1. Name and Countries of Affiliation¹

Middle Caribbean Network, S.A.S.
Southern Caribbean Fiber, S.A.S.
Tour Secid, 6th Floor
Place de la Rénovation
French West Indies
97110 Pointe-à-Pitre
Guadeloupe, France
Phone: +590 590 57 10 00

¹ See 47 C.F.R. § 1.768(e)(1).

GCF, the majority owner of GCN, is also the 100% owner of Middle Caribbean Network ("MCN"), a submarine fiber optic system with landing stations in Guadeloupe, Dominica and Martinique, and the 93% owner of Southern Caribbean Fiber ("SCF"), a submarine fiber optic system with landing stations in Martinique, St. Kitts, St. Lucia, St. Vincent and the Grenadines, Grenada, Trinidad, Barbados and Antigua.

2. WTO Status²

Barbados and St. Lucia are both members of the World Trade Organization.³

3. Name and File Number of Cable System⁴

This foreign carrier notification is made with respect to the Antilles Crossing system, FCC File No. SCL-LIC-20031125-00032.

4. Names, Addresses, Citizenships, and Principal Businesses of Ten-Percent-or Greater Owners of ACSC, GCN, MCN and SCF⁵

Pursuant to an application filed concurrently with this letter, ACSC seeks authority effectuate a transfer of control from Leucadia National Corporation ("Leucadia"), its current indirect majority shareholder, to GCF, whose two sole equity owners will be AGI (60%) and Caribbean Fiber Holdings, LP ("CFH"), a newly formed limited partnership ultimately controlled by Leucadia.

The address of Global Caribbean Fiber is as follows:

Global Caribbean Fiber, S.A.
Tour Secid, 6th Floor
Place de la Rénovation
French West Indies
97110 Pointe-à-Pitre
Guadeloupe, France

AGI is a holding company organized under the laws of France. Its majority owner of AGI is S.A.L Loret et Compagnie, a public limited company organized under the laws of France, which holds a 61.5% equity interest in AGI. The principal remaining owner of AGI is Christiane Aubery Loret, who owns a 34.26% interest in the company.

² See 47 C.F.R. § 1.768(e)(2).

³ World Trade Organization, Members and Observers (2007) available at http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm.

⁴ See 47 C.F.R. § 1.768(e)(3).

⁵ See 47 C.F.R. § 1.768(e)(4).

The address of AGI is as follows:

Auto-Guadeloupe Investissement, S.A.
Tour Secid, 6th Floor
Place de la Rénovation
French West Indies
97110 Pointe-à-Pitre
Guadeloupe, France

The principal owners of S.A. L. Loret et Compagnie, holding a ten-percent-or-greater equity interest are: SC Sciparin, a holding company organized under the laws of France (48.36%), Christiane Aubery Loret (33.37%), and Lucien Loret (15.10%), a citizen of France. The headquarters of S.A. Loret et Compagnie is at the same location as AGI.

Caribbean Fiber Holdings, LP is a newly formed limited partnership organized under the laws of Delaware. Its address is as follows:

Caribbean Fiber Holdings, LP
c/o Leucadia National Corporation
529 East South Temple
Salt Lake City, Utah 84102

The majority owner of Caribbean Fiber Holdings, holding a 74.9% limited partnership interest, is Baldwin Carib, LP, a limited partnership organized under the laws of Delaware. Baldwin Carib LP is an indirect wholly owned subsidiary of Leucadia, a New York corporation operating as a holding company engaged in telecommunications, banking and lending. The general partner of Caribbean Fiber Holdings, holding a 0.1% general partnership interest, is LUK-Carib, LLC, a Delaware limited liability company. The 100% owner of LUK-Carib, LLC is Baldwin Enterprises, Inc., a Colorado corporation and indirect wholly-owned subsidiary of Leucadia.

The address of Leucadia is:

Leucadia National Corporation
315 Park Avenue South
New York, New York 10010

The address of Baldwin Carib, LP is:

Baldwin Carib, LP
c/o Leucadia National Corporation
529 East South Temple
Salt Lake City, Utah 84102

The address of LUK-Carib, LLC is:

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

Leucadia has two ten-percent-or-greater shareholders: Ian M. Cumming and Joseph S. Steinberg. Their addresses, respectively, are:

Ian M. Cumming
c/o Leucadia National Corporation
529 East-South Temple
Salt Lake City, Utah 84102

and

Joseph S. Steinberg
c/o Leucadia National Corporation
315 Park Avenue South
New York, New York 10010

Messrs Cumming and Steinberg are both U.S. citizens. As of March 29, 2007, Mr. Cumming (and his family and certain trusts for the benefit of his family, and a charitable trust) beneficially owns approximately 11.7% of the outstanding shares of Leucadia, and Mr. Steinberg (and his family and certain trusts for the benefit of his family) beneficially owns approximately 12.9% of the outstanding shares of Leucadia. Messrs. Cumming and Steinberg have an oral agreement pursuant to which they will consult with each other as to the election of a mutually acceptable Board of Directors of Leucadia.

The remaining 25% limited partnership interest in Caribbean Fiber Holdings is owned by LPH Telecom Ltd. ("LPH Telecom"), a wholly-owned subsidiary of Light & Power Holdings Ltd. ("Light & Power"), a publicly-traded limited company whose shares are listed on the Barbados Stock Exchange and which operates as a holding company for electricity generation and distribution and telecommunications businesses. LPH Telecom's address is as follows:

LPH Telecom Ltd.
c/o Light & Power Holdings Ltd.
Garrison Hill
St. Michael, Barbados

Leucadia also owns 37.82% of Light & Power's shares (as of April 30, 2007). Leucadia National Corporation therefore holds a combined direct and indirect interest of 84.455% in Caribbean Fiber Holdings.

5. Interlocking Directorates⁶

ACSC has no interlocking directorates.

6. Date of Closing⁷

The consummation of the joint venture agreement between AGI and Baldwin Enterprises, a wholly owned subsidiary of Leucadia, as described in ACSC's concurrently filed transfer of control application, will take place within 30 days following Commission approval of said application.

7. Market Power Showing⁸

ACSC's new foreign carrier affiliates in Barbados and St. Lucia lack market power in their destination markets. The dominant carriers in Barbados and St. Lucia are Barbados External Communications Ltd. and Cable & Wireless (St. Lucia) respectively—both affiliates of Cable & Wireless plc. MCN and SCF are relatively new entrants into the Barbados and St. Lucia markets, and each lacks 50-percent market share in either the international transport or local access markets in either Barbados or St. Lucia. (Similarly, the combined market share of ACSC's existing and new foreign affiliates in either the international transport or local access markets in either Barbados or St. Lucia will fall far below the 50 percent.) Moreover, neither MCN nor SCF appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.⁹ Consequently, MCN and SCF each qualifies for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's rules, exemption from the reporting requirements in Section 1.767(l) of the Commission's rules, and notification of the foreign carrier affiliations described herein pursuant to Section 1.768(c) of the Commission's rules.¹⁰

⁶ See 47 C.F.R. § 1.768(e)(5).

⁷ See 47 C.F.R. § 1.768(e)(6).

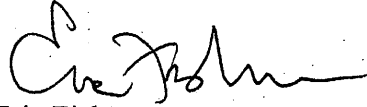
⁸ See 47 C.F.R. § 1.768(e)(7).

⁹ 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, 22 FCC Rcd. 945 (Int'l Bur. 2007).

¹⁰ See 47 C.F.R. §§ 1.767(c), (l), 63.10(a)(3).

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

Respectfully submitted,



Eric Fishman

Counsel for Antilles Crossing – St. Croix, Inc.

Attachment

cc: George Li

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
14th 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

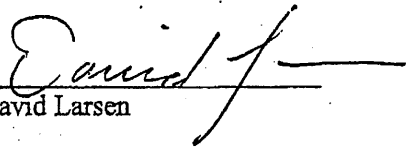
Marlene H. Dortch
June 7, 2007
Page 7

CERTIFICATION

I, David Larsen, Treasurer of Antilles Crossing – St. Croix, Inc. ("ACSC"), do hereby certify that the statements and representations regarding ACSC in this foreign carrier affiliation notification are true, complete and correct to the best of my knowledge and made in good faith.

I further certify that ACSC has not agreed to and will not in the future agree to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route.

I further certify that no party to this foreign carrier affiliation 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. See 47 C.F.R. §§ 1.2001-2003; 21 U.S.C. § 853a,


David Larsen

June 7, 2007

#4590640_v1

FEDERAL COMMUNICATIONS COMMISSION
FCC FOREIGN CARRIER AFFILIATIONS NOTIFICATION

FOR OFFICIAL USE ONLY

CARRIER INFORMATION

CONFIDENTIALITY: Carriers filing foreign carrier affiliation notifications pursuant to Section 63.11(a) of the Rules, 47 C.F.R. §63.11(a), and requesting confidential treatment for the first twenty days pursuant to Sections 63.11(i) and 0.459 of the Rules, 47 C.F.R. §§63.11(i) and 0.459, should not file this form electronically, but instead, should file this form and the required attachments manually. Please send the manual submission to:

Secretary
Room TW-B204F
445 12th Street, SW
Washington, DC 20554

REMINDER: Carriers filing foreign carrier affiliation notifications are reminded to review the requirements in Section 63.11 of the Rules, 47 C.F.R. §63.11. See *FACT SHEET*

Enter a description of this notification to identify it on the main menu:

Global Caribbean Network FCN Affiliation 6-07-07

1. Carrier			
Name:	Global Caribbean Network	Phone Number:	590590571000
DBA Name:		Fax Number:	590590571001
Street:	Tour Secid, 6th Floor Point a Pitre	E-Mail:	info@globalcaribbean.net
City:		State:	
Country:	Guadeloupe	Zipcode:	-
Attention:	Ehsan Emami		
2. Contact			
Name:	Eric Fishman, Esq.	Phone Number:	(202)828-1849
Company:	Holland & Knight LLP	Fax Number:	(202)955-5564
Street:	2099 Pennsylvania Ave., NW Suite 100	E-Mail:	eric.fishman@hklaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:	Eric Fishman	Relationship:	Legal Counsel
3. Place of Incorporation of Carrier France			
4. Other Company(ies) and Place(s) of Incorporation are both organized under the laws of France Southern Caribbean Fiber and Middle Caribbean Network			
5. Country or Countries for which carrier is notifying the Commission of an affiliation. Guadeloupe, Dominica (WTO), Martinique, St. Lucia (WTO), St. Kitts (WTO), St. Vincent and the Grenadines (WTO), Grenada (WTO), Trinidad (WTO), Barbados (WTO) and Antigua (WTO)			

6. Is there an accompanying Transfer of Control or Assignment Application pursuant to Section 63.18(e)(3) of the Rules, 47 C.F.R. §63.18(e)(3), to this foreign carrier affiliation notification?	<input checked="" type="radio"/> Yes <input type="radio"/> No
7. If the answer to question 6 is yes, please provide the date of filing of the Transfer of Control or Assignment Application. 06/07/2007	
8. Is this foreign carrier affiliation notification being filed as a prior notification pursuant to Section 63.11(a) or as a post notification pursuant to Section 63.11(b)-(c)?	<input checked="" type="radio"/> Prior <input type="radio"/> Post
9. If this foreign carrier affiliation notification is being filed as a prior notification pursuant to Section 63.11(a)(1) or (2) of the Rules, 47 C.F.R. §63.11(a)(1) or (2), is this filing being made at least forty-five days prior to the consummation of the acquisition? If the answer to this question is no, include in an Attachment (use Attachment 1 below) a statement explaining the reason for non-compliance with the Section 63.11(a) filing requirement.	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A
10. If this foreign carrier affiliation notification is being filed as a post notification pursuant to Section 63.11(b)-(c) of the Rules, 47 C.F.R. §63.11(b)-(c), is this filing being made within thirty days after consummation of the acquisition? If the answer to this question is no, include in an Attachment (use Attachment 1 below) a statement explaining the reason for non-compliance with the Section 63.11(c) filing requirement.	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
11. If the foreign carrier affiliation notification is being filed as a post notification pursuant to Section 63.11(c) of the Rules, 47 C.F.R. §63.11(c), are you relying upon an exception in Section 63.11(b)?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
12. If the answer to question 11 is yes, please certify to one or more of the following questions as applicable for each carrier and destination market for which notification is being made (see Section 63.11(b)):	
a. Has the Commission previously determined in an adjudication that the foreign carrier(s) lacks market power in any destination market being notified in this filing? If the answer is yes, please provide the citation(s) to the decision(s) in an Attachment (use Attachment 1 below).	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
b. Does the foreign carrier(s) own facilities in any destination market(s) being notified in this filing (see Section 63.11(b)(1)(ii) for a definition of "facilities")? If the answer is yes, please specify the carrier(s) and destination market(s) being notified in this filing in an attachment (use Attachment 1 below).	<input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A
c. Is the foreign carrier authorized to operate in a WTO Member?	
1. If the foreign carrier is authorized to operate in a WTO Member, is the authorized carrier making this filing demonstrating that it is entitled to retain non-dominant classification on the newly affiliated route pursuant to Section 63.10 of the Rules, 47 C.F.R. §63.10? If so, please provide the necessary demonstration in an Attachment (use Attachment 1 below).	<input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A
2. If the foreign carrier is authorized to operate in a WTO Member, is the authorized carrier agreeing to comply with the dominant carrier safeguards contained in Section 63.10 of the Rules, 47 C.F.R. §63.10, effective upon the acquisition of the affiliation?	<input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A
13. If the foreign carrier affiliation notification is being filed as a prior notification pursuant to Section 63.11(a) of the Rules, 47 C.F.R. §63.11(a), is the foreign carrier authorized to operate in a non-WTO Member country?	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A
14. If the answer to question 13 is yes, is the authorized carrier making the required showing that the foreign carrier lacks market power in the non-WTO Member country (see Section 63.18(k)(2), 47 C.F.R. §63.18(k)(2)) or, alternatively, the Effective Competitive Opportunities showing specified in Section 63.18(k)(3) of the Rules, 47 C.F.R. §63.18(k)(3)? If yes, please provide the supporting information in an Attachment (use Attachment 1 below).	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A
15. If the answer to question 13 is yes and the answer to question 14 is no, you may provide information in an Attachment (use Attachment 1 below) to demonstrate it continues to serve the public interest for you to operate on the route for which you propose to acquire an affiliation with the non-WTO foreign carrier. (See Section 63.11(g)(2)).	

16. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, does the authorized carrier request continued regulation as a non-dominant international carrier pursuant to Section 63.10 of the Rules, 47 C.F.R. §63.10? If yes, include an Attachment (use Attachment 1 below) stating how the carrier qualifies for non-dominant classification pursuant to this section./font> ☒ Yes ☐ No

17. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, provide in an Attachment (use Attachment 1 below) the name of the newly affiliated foreign carrier(s) and the country or countries in which it is authorized to provide telecommunications services to the public.

18. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, state in an Attachment (use Attachment 1 below) what services the authorized carrier(s) making this filing is authorized to provide to each country named in response to question 17 and the FCC file numbers under which each such authorization was granted.

19. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, state in an Attachment (use Attachment 1 below) which, if any, of the countries the authorized carrier making this filing serves solely through the resale of international switched services of unaffiliated U.S. facilities-based carriers.

20. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, provide in an Attachment (use Attachment 1 below) the name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the authorized carrier making this filing, and the percentage of equity owned by each of those entities to the nearest one percent.

21. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, provide the name of any interlocking directorates, as defined in Section 63.09(g) of the Rules, 47 C.F.R. §63.09(g), with each foreign carrier named in the notification.

22. By checking Yes, the carrier certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route. ☒ Yes ☐ No

23. By checking Yes, the carrier certifies that it shall maintain the continuing accuracy of information provided pursuant to Section 63.11 of the Rules, 47 C.F.R. §63.11, for a period of forty-five days after the filing of this form. In addition, the applicant certifies that it shall immediately inform the Commission if at any time, not limited to forty-five days, the representations in the "special concessions" certification referenced in question 22 are no longer accurate. ☒ Yes ☐ No

CERTIFICATION

24. Typed Name of Person Signing
Ehsan Emami

25. Title of Person Signing
President

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

26. 1: Attachment 1

2:

3:

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 1 - 6,056 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND YOUR RESPONSE TO THIS ADDRESS.

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Submission_id :IB2007001490

Successfully filed on :Jun 21 2007 10:49:44:270AM

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ATTACHMENT 1

Item 7

The instant foreign carrier affiliation notification is being filed concurrently with an application for transfer of control of Antilles Crossing – St. Croix, Inc. (FRN 0013963624) from its current indirect majority shareholder, Leucadia National Corporation ("Leucadia") to Global Caribbean Fiber ("GCF"), a French company whose two sole equity owners will be Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group ("AGI") (60%) and Caribbean Fiber Holdings, LP ("CFH"), a newly formed limited partnership ultimately controlled by Leucadia (40%).

Item 16

Pursuant to Section 63.10 of the Commission's rules, GCN certifies that it is entitled to retain non-dominant classification for each route between the United States and the countries specified in this notification. Each of the foreign carrier affiliates identified herein has a less than 50% market share in its respective market, and in the international transport and local access markets of Guadeloupe, Barbados and St. Lucia. Each of these countries is a member of the WTO,¹ and none of the foreign carrier affiliates identified herein appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.² Each of the foreign carrier affiliates identified herein therefore qualifies for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's rules.

Item 17

A. *Middle Caribbean Network, S.A.S.*, a French company and wholly owned subsidiary of GCF, is the owner of a submarine fiber optic cable system with landing stations in Guadeloupe, Dominica and Martinique. The MCN system is scheduled to commence operations this year.

B. *Southern Caribbean Fiber, S.A.S.*, a French company owned 93% by GCF and 7% by ROIFE Inc, a Delaware headquartered company, is the owner of a submarine fiber optic cable system with landing stations in Martinique, St. Kitts, St. Lucia, St. Vincent and the Grenadines, Grenada, Trinidad, Barbados and Antigua.. The SCF system is scheduled to commence operations this year.

C. *Tele(Barbados) Inc.*, a Barbados company, is authorized to provide telecommunications service in Barbados.

¹ Guadeloupe is an overseas departments of France and, as such, legally part of that nation. France, St. Lucia and Barbados are all WTO Member States.

² See *International Bureau Revised and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, DA 07-233, released January 26, 2007.

D. *Antilles Crossing (St. Lucia), Limited*, a St. Lucia limited company, owns the subsea portion of the Antilles Crossing submarine cable system in St. Lucia's territorial waters and the St. Lucia cable station.

E. *Antilles Crossing, LP*, a Delaware limited partnership, owns the subsea portion of the Antilles Crossing submarine cable system in Barbados international waters and the Barbados cable station.

At present, Antilles Crossing (St. Lucia) Limited, Tele(Barbados) Inc. and Antilles Crossing, LP are all indirect subsidiaries of Leucadia.³

Item 18

GCN holds a cable landing license issued by the Commission to construct and operate a fiber-optic submarine cable network, on a non-common carrier basis, between Puerto Rico, Guadeloupe, St. Martin, and St. Croix, and on a common carrier basis between Puerto Rico and St. Barthélemy. See Public Notice, DA No. 05-2443, September 13, 2005; File No. SCL-LIC-20050418-00010. The Commission has also issued to GCN authority, pursuant to Section 214 of the Communications Act, as amended, to construct and operate a fiber-optic submarine cable system on a common carrier basis between Puerto Rico and St. Barthélemy, and to provide global facilities-based and resold international services. Public Notice, DA No. 05-2443, September 13, 2005, File No. ITC-214-20050623-00237; and Public Notice, DA No. 05-2397, September 1, 2005, File No. ITC-214-20050621-00231.

Item 19

Except for the countries served by its submarine fiber-optic cable network, GCN provides international telecommunications service solely by reselling international private line and switched services provided by unaffiliated U.S. international facilities-based carriers.

Item 20

The majority owner of GCN, holding 85% of its capital stock, is GCF, a wholly owned subsidiary of Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group ("AGI"), a public limited company organized under the laws of France. The minority owners of GCN are, respectively, Semsamar, a public limited company organized under the laws of France (10%), and Mediaserv, a limited liability company organized under the laws of France (5%).

AGI is engaged in the businesses of import/export trading, car rentals and real estate, and holds no telecommunications licenses. The company headquarters is located at Tour Secid, 8th Floor, Place de la Renovation, 97110 Pointe a Pitre, Guadeloupe, France. The majority owner of AGI, holding a 61.49% equity interest, is S.A. L. Loret et Compagnie, a public limited company organized under the laws of France, and engaged in the business of import/export trading and services. The principal remaining owner of AGI is Christiane Aubery Loret, a French citizen,

³ See letters of Kent D. Bressie, counsel to Antilles Crossing – St. Croix, Inc. to Marlene H. Dortch, September 2, 2005 and November 16, 2005.

who owns a 34.22% equity interest in the company. The members of the AGI Supervising Board are Christiane Loret, Lucien Loret (both French citizens), and S.A. L. Loret et Compagnie. The directors of the company are Denis Lesueur (President) and Marie Loret, both citizens of France.

The principal owners of S.A. Loret et Compagnie, holding a ten-percent-or-greater equity interest are: SC Sciparin, a holding company organized under the laws of France (48.36%), Christiane Aubery Loret (33.37%), and Lucien Loret (15.10%), a citizen of France. The headquarters of S.A. Loret et Compagnie is at the same location as AGI. The principal owners of S.C. Sciparin, a private company organized under the laws of France, are Marie Loret (23.75%), Nathalie Loret (23.75%), Nadine Loret (23.75%) and Valerie Loret (23.75%), all of whom are French citizens.

Semsamar is engaged in the business of engineering services and holds no telecommunications licenses. The company headquarters is located at Immeuble du Port Marigot, 97150 Saint-Martin, France. The equity owners of Semsamar owning a 10% or greater interest in the company are: Commune de Saint-Martin (Saint-Martin municipality) (51.07%); Conseil Regional de Guadeloupe (14.46%), Caisse des Depots et Consignations de Paris (10%); and SARL Fonciere de l'Anse Marcel (10%) (all French entities or citizens). The members of the Semsamar Supervising Board are: Victor Gibbs (President), Jean Pierre Dupont (Vice President), Jean-Luc Hamlet, Daniel Billant, Daniel Gumbs, Jean Pierre Boury, Guy Erb, Christian Champare, Rene Arnel, Ernest Moutoussamy, Mme. Benfele Danielle-Pentier Amaury, and Favrot Lucien Davrain, all of whom are citizens of France. The sole Director of Semsamar is Jean-Paul Fischer, a citizen of France.

Mediaserv is engaged in the business of information technology and data warehouse services, and holds authority, issued by the Autorité de Régulation des Communications Electroniques et de la Poste ("ARCEP"), to operate as an Internet and telecommunications service provider. The headquarters of the company is located at Tour Secid, 6th floor, Place de la Renovation, 97110 Pointe A Pitre, Guadeloupe. France. The only equity owner of Mediaserv holding a 10% or greater ownership interest is Loret Telecom (LORTEL) with 99.9% of shares. LORTEL is owned by : La Pergola, a limited liability company organized under the laws of France and engaged in the business of real estate (24.99%); AGI (24.92%); and Mme. Marie-France Lesueur, a citizen of Guadeloupe (France) (22.47%). The Managing Director of Mediaserv is Ehsan Emami, a citizen of France. The Directors of Mediaserv are : Anne Bride, Mikis de Bonneval, , Sébastien Duffes, Isabelle Falek and Félix Orer, all of whom are citizens of France.

Question 21

Ehsan Emami, a director of GCN, is also a director of GCF, MCN, SCF and Loret Telecom.

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Submission_id :IB2007001490

Successfully filed on :Jun 21 2007 10:49:44:270AM

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