

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX #		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Janine Kenyon</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>Hoan &amp; Hartson LLP</b>			
(5) STREET ADDRESS LINE NO. 2 <b>555 Thirteenth Street, N.W.</b>			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20004</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-637-8387</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0016047003</b>		(12) FCC USE ONLY	
<b>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</b>			
(13) APPLICANT NAME <b>Marine Cable Corporation</b>			
(14) STREET ADDRESS LINE NO. 1 <b>1821 Walden Office Square</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Suite 400</b>			
(16) CITY <b>Schaumburg</b>		(17) STATE <b>IL</b>	(18) ZIP CODE <b>60173</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(847) 303-7200</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0016047003</b>		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE <b>\$965.00</b>	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		
<b>SECTION D - CERTIFICATION</b>			
I, <u>[Signature]</u> , 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 <u>[Signature]</u>		DATE <u>[Signature]</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD <input type="checkbox"/> VISA <input checked="" type="checkbox"/> AMEX <input type="checkbox"/> DISCOVER <input type="checkbox"/>			
ACCOUNT NUMBER <u>[Signature]</u>		EXPIRATION DATE <u>[Signature]</u>	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE <u>[Signature]</u>		DATE <u>[Signature]</u>	

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

In the Matter of

Marine Cable Corporation

Application for Consent to Transfer Control  
of Marine Cable Corporation from BCE Inc.  
to 6796508 Canada Inc.

File No. SCL-\_\_\_\_\_

**APPLICATION FOR CONSENT TO TRANSFER CONTROL OF MARINE CABLE  
CORPORATION FROM BCE INC. TO 6796508 CANADA INC.**

BCE Inc. ("BCE" or "Transferor") and 6796508 Canada Inc. ("Transferee"), by their attorneys and pursuant to the Submarine Cable Landing License Act and section 1.767 of the Commission's rules, hereby seek Commission authority to transfer control of Marine Cable Corporation ("Marine Cable") from BCE to Transferee. Marine Cable is an indirect wholly-owned subsidiary of BCE and holds an interest in the America-Canada-1 ("AmeriCan-1") submarine cable landing license.<sup>1</sup> Transferor and Transferee respectfully request an expedited ruling to facilitate closing of the proposed transaction, which is more fully described below.<sup>2</sup>

<sup>1</sup> The procedural history of the AmeriCan-1 submarine cable is as follows. See FONOROLA Fiber Development Inc. and Leducor Industries Inc., *Cable Landing License*, 13 FCC Rcd 15,663, DA 98-1668, File No. SCL-LIC-19980123-00002 (Int'l Bur., Telecom. Div., rel. Aug. 21, 1998) (AmeriCan-1 License); see also 14 FCC Rcd 1961, DA 98-2569, File No. SCL-AMD-19980831-00015 (Int'l Bur., Telecom. Div., rel. Dec. 21, 1998) (authorizing, *inter alia*, a minor change in ownership among the two owners); 14 FCC Rcd 4507, DA 99-601, File No. SCL-AMD-19981112-00026 (Int'l Bur., Telecom. Div., rel. Mar. 31, 1999) (adding Fiberco Telecommunications Corporation, a predecessor of BCE Nexxia Corporation, as a third licensee); 15 FCC Rcd 3057, DA 00-315, File No. SCL-MOD-19990901-00016 (Int'l Bur., Telecom Div., rel. Feb. 18, 2000) (adding MetroNet Fiber US, Inc., as a fourth licensee); DA 07-1986, File No. SCL-ASG-20070131-00004 (Int'l Bur., rel. May 3, 2007) (transferring BCE Nexxia Corporation's interest to Marine Cable Corporation).

<sup>2</sup> Transfer of control applications pertaining to a wireless license (WIK991) and two international section 214 authorizations (ITC-214-19990128-00050 and ITC-214-20000113-00025) held by Able Infosat Communications, Inc., a company under the ultimate control of

Transferor and Transferee have entered into a Definitive Agreement under which Transferee will acquire all of the outstanding shares of BCE in an all cash transaction valued at \$48.5 billion (the “Transaction”). The closing of the Transaction is subject to certain regulatory approvals, including the clearance requested in this filing, and the approval of BCE shareholders.

Transferee is a Canadian corporation formed and owned indirectly by two principal investors – Teachers Private Capital (“TPC”), a division of Ontario Teachers’ Pension Plan Board; and private equity funds managed by Providence Equity Partners Inc. (“Providence”) (together, the “Principal Investors”) – for the purpose of acquiring all the publicly held shares of BCE Inc.<sup>3</sup> The Principal Investors have a long history, both individually and in partnership with each other, of investing in the telecommunications industry.

Formed in 1991, TPC is the private equity arm of Ontario Teachers’ Pension Plan Board, a Canadian pension plan with over C\$100 billion in managed assets. TPC has a long history of successful investment in the telecommunications sector. Its portfolio companies include MetroNet, Kabel Deutschland (Europe’s largest cable television operator), Tele Denmark, Grupo Corporativo Ono, and Idea Cellular. TPC currently is the largest shareholder in BCE (6.3 percent of common shares outstanding).

Providence is a private equity firm with 20 years experience investing in the communications, media, entertainment, education, and information industries. Providence

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BCE Inc., currently are pending before the Commission. See 4363205 CANADA INC., et al., DA 07-1122; File Nos. 0002888879 and ITC-T/C-20070130-00044. These applications concern a transaction entirely separate from the transaction which is the subject of the instant application. It is anticipated that these transfers of control will be consummated prior to the transfer of control for which authority is requested in the instant application. For this reason, the instant application does not address the wireless and section 214 authorizations noted in DA 07-1122, and no authority has been sought with respect to those licenses.

<sup>3</sup> The Investors currently anticipate that their interests in Purchaser, as described and in the identical percentages stated below, will be held through a top-level parent company to be formed.

manages approximately US\$21 billion of committed capital on behalf of its institutional partners (including TPC, which is its largest investor). Providence has recently announced or closed multibillion dollar investments in Univision Communications, VoiceStream, Metro-Goldwyn-Mayer, Inc., and Warner Music, among others.

BCE is a Canadian corporation whose headquarters is located at 1000 rue de La Gauchetière O., Bureau 3700, Montréal, Québec H3B 4Y7.<sup>4</sup> BCE is the parent company of Bell Canada. In Canada, BCE, through Bell Canada and other subsidiaries, provides local, long distance and wireless telecommunications services, high-speed and wireless Internet access, IP-based broadband services, information and communications technology services, and satellite- and terrestrial-based television services. Marine Cable is an indirect, wholly-owned subsidiary of BCE and holds a cable landing license.

The Transaction is intended to ensure that BCE and its affiliates, including Marine Cable, will be better positioned to succeed in the highly competitive and increasingly global telecommunications marketplace by facilitating their access to capital. The proposed transaction will enhance BCE's ability to compete successfully in this and other markets. Therefore, the parties submit that approval of the proposed transaction is in the public interest.

Following consummation of the proposed Transaction, Marine Cable, which today is an indirect wholly-owned subsidiary of BCE, will continue to be an indirect wholly-owned subsidiary of BCE. A pre- and post-transaction ownership diagram is attached as Exhibit A.

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<sup>4</sup> BCE's stock today trades on both the Toronto Stock Exchange (TSX) and the New York Stock Exchange (NYSE) under the symbol "BCE." A copy of BCE's U.S. Securities and Exchange Commission Form 40-F, which contains BCE's Annual Report, including audited financial statements as of December 31, 2006, can be found at <http://sec.gov/Archives/edgar/data/718940/000120621207000063/m35148ore40vf.htm>. Following consummation of the Transaction, BCE shares will no longer be publicly traded and instead will be closely held by Transfreee.

The Transaction will affect only the ultimate ownership and control of BCE and will be transparent to Marine Cable's customers.

To facilitate the processing of this submission, and in accordance with the applicable requirements of section 1.767(a)(11) of the Commission's rules, Transferor, Transferee and Marine Cable hereby respectively certify the following (the numeric references below correspond to the requirements for applications set forth in section 1.767(a) of the Commission's rules):

(1) The Transferor is BCE Inc., and the Transferee is 6796508 Canada Inc. Business addresses and telephone numbers for both entities appear below.

*The Transferee*

6796508 Canada Inc.  
5650 Yonge Street  
Toronto, Ontario M2M 4H5  
Canada  
(416) 730-6166

*The Transferor*

BCE Inc.  
1000 rue de La Gauchetière Ouest 3700  
Montréal, Québec, H3B 4Y7  
Canada  
(613) 785-6285

(2) Both the Transferor and Transferee are corporations organized under the laws of Canada.

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

*For the Transferor:*

Joel S. Winnik  
Yaron Dori  
Amy S. Mushahwar  
Hogan & Hartson LLP  
555 Thirteenth Street NW  
Washington, DC 20004

Tel.: (202) 637-5600  
Fax: (202) 637-5910  
E-mail: [jswinnik@hhlaw.com](mailto:jswinnik@hhlaw.com)  
[ydori@hhlaw.com](mailto:ydori@hhlaw.com)  
[asmushahwar@hhlaw.com](mailto:asmushahwar@hhlaw.com)

with a copy to:

Jonathan Blakey  
Assistant General Counsel, Regulatory Law  
Bell Canada  
110 O'Connor Street, 14th Floor  
Ottawa, Ontario K1P 1H1  
Canada  
Tel.: (613) 785-6358  
Fax: (613) 785-2152  
E-mail: [jon.blakey@bell.ca](mailto:jon.blakey@bell.ca)

*For the Transferee:*

Mace J. Rosenstein  
Gerard J. Waldron  
Covington & Burling LLP  
1201 Pennsylvania Avenue, NW  
Washington, DC 20004-2401  
Tel: (202) 662-6000  
Fax: (202) 662-6291  
Email: [mrosenstein@cov.com](mailto:mrosenstein@cov.com)  
[gwaldron@cov.com](mailto:gwaldron@cov.com)

with a copy to:

Dean Metcalf  
Ontario Teachers Pension Plan Board  
5650 Yonge Street  
Toronto, Ontario M2M 4H5  
Canada  
Tel: (416) 730-6166  
Fax: (416) 730-5082  
Email: [dean\\_metcalf@otpp.com](mailto:dean_metcalf@otpp.com)

(8) Transferor, Transferee and Marine Cable hereby provide the following information and certifications required by sections 63.18(h) through (k) and (o) of the Commission's rules, 47 C.F.R. §§ 63.18(h)-(k), (o), as appropriate:

§ 63.18(h): The following are the names, addresses, citizenship, and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee and Marine Cable.

*Ownership of 6796508 Canada Inc.*

**Teachers Private Capital, a division of Ontario Teachers' Pension Plan Board ("OTPP")**

*Address:* 5650 Yonge Street, Toronto, Ontario M2M 4H5, Canada

*Citizenship:* Canada

*Principal Business:* Pension Fund/Investment Fund

*Relationship:* Holds a 51.6 percent direct economic interest in 6796508 Canada Inc. None of the contributors to or beneficiaries of OTPP has an indirect interest of 10 percent or greater in 6796508 Canada Inc.

**Providence Equity Partners VI International L.P. ("PEP VI")**

*Address:* 50 Kennedy Plaza, 18th Floor, Providence, Rhode Island 02903

*Citizenship:* United States

*Principal Business:* Investment Fund

*Relationship:* Holds a 25.99 percent direct voting interest and a 22 percent direct economic interest in 6796508 Canada Inc. No limited partner of PEP VI has an indirect interest of 10 percent or greater in 6796508 Canada Inc.

**Morcague Holdings Corp.**

*Address:* 40 King St. West, Suite 3100, Toronto, Ontario M5H 3Y2, Canada

*Citizenship:* Canada

*Principal Business:* Holding Corporation

*Relationship:* Holds a 66.67 percent direct voting interest and a nominal economic interest in 6796508 Canada Inc.

*Ownership of Marine Cable Corporation*

**BCE Holding Corporation**

*Address:* Corporation Trust Ctr, 1209 Orange Street, Wilmington, Delaware, 19801

*Citizenship:* Delaware

*Principal Business:* Holding Company

*Relationship:* Holds 100 percent of Marine Cable Corporation

**Bell Canada**

*Address:* 1050 Côte du Beaver Hall, Bureau 1600, Montreal, Quebec, H2Z 1S4, Canada

*Citizenship:* Canada

*Principal Business:* Information and Communications Technology

*Relationship:* Holds 100 percent of BCE Holding Corporation

**BCE, Inc.**

*Address:* 1000 rue de La Gauchetière Ouest 3700, Montréal, Québec, H3B 4Y7,  
Canada

*Citizenship:* Canada

*Principal Business:* Information and Communications Technology, Holding  
Company

*Relationship:* Holds 100 percent of Bell Canada

The Applicant has the following interlocking directorates within the meaning of section 63.11(h) of the Commission's rules:

<b>Name of Officer/Director</b>	<b>Foreign Carrier</b>
Alain F. Dussault	Bell Conferencing Inc.
	Bell Canada
	Bell Mobility Inc.
	Northwestel Mobility Inc.
	Bell Express Vu Inc.
Timothy D. Houghton	Bell Canada

Transferee has no interlocking directorates within the meaning of section 63.11(h) of the Commission's rules.

§ 63.18(i): Transferor and Transferee hereby certify that Marine Cable will not acquire any new affiliations with foreign carriers in Canada as a result of the Transaction, but Marine Cable will continue to have affiliations with foreign carriers in Canada.

§ 63.18(j): The AmeriCan-1 cable system lands in Canada. Transferor and Transferee hereby certify as follows:

Upon consummation of the Transaction, Marine Cable will be affiliated with the following non-U.S. telecommunications carriers:

<b>Destination Country</b>	<b>Foreign Carriers</b>
Canada	Bell Aliant Regional Communications, Limited Partnership
	Bell Conferencing Inc.
	Bell Canada
	Bell Mobility Inc.
	Northwestel Mobility Inc.
	Virgin Mobile Canada
	Northern Telephone Advanced Communication Limited



<b>Destination Country</b>	<b>Foreign Carriers</b>
	NorthernTel, Limited Partnership
	Télébec, Société en commandite
	Northwestel Inc.
	Latitude Wireless Inc.
	Bell Express Vu Inc.
	Cablevision du Nord de Quebec

§ 63.18(k): Canada is a member of the World Trade Organization.

§ 63.18(o): Pursuant to sections 1.2001 through 1.2003 of the Commission's rules, Transferor and Transferee hereby certify that no party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(9) 6796508 Canada Inc. and Marine Cable accept and will abide by the routine conditions specified in section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g), consistent with the information set forth in this application.

(10) Transferor, Transferee and Marine Cable possess no further information to enable the Commission to act on this application; however, they reserve the right to supplement this application if further information is needed by the Commission or the International Bureau.

Transferor and Transferee respectfully request eligibility for streamlined processing pursuant to section 1.767(k)(3) of the Commission's rules. As noted above, Marine Cable has interests in foreign carriers in Canada, but Canada is a WTO member country. Further, all parties to this application agree to accept and abide by the reporting requirements contained within 1.767(l) of the Commission's rules.

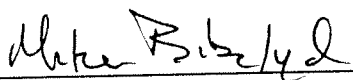
## Conclusion

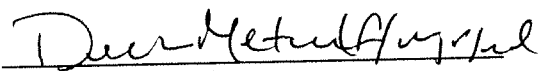
For the reasons discussed herein, the parties to this application respectfully request that the Commission grant authority for the proposed transfer of control expeditiously pursuant to the Commission's streamlined processing procedures.

Respectfully submitted,

BCE Inc.

6796508 Canada Inc.

By:   
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Vice-President, Regulatory Matters  
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Washington, DC 20004-2401  
(202) 662-6000

Attorneys for the Transferor

Attorneys for the Transferee

Marine Cable Corporation

By: David Elder

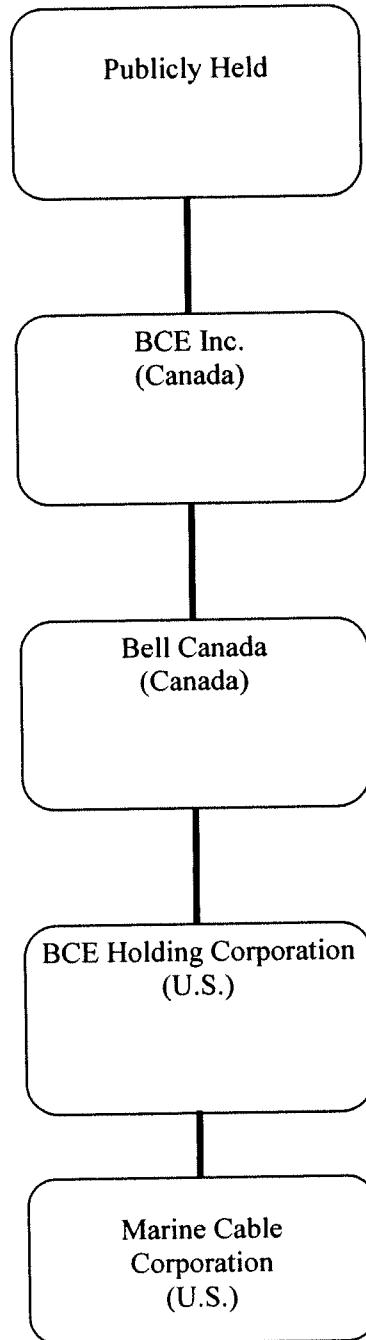
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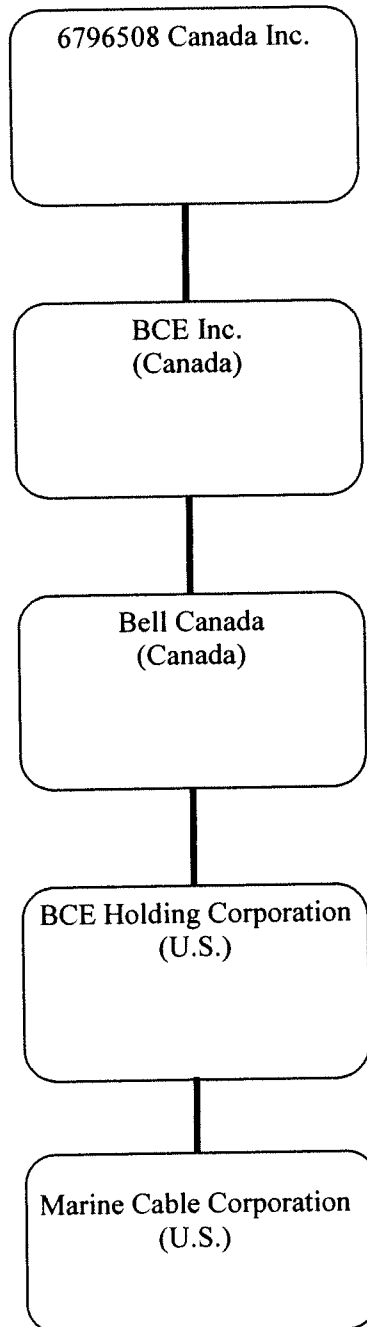
Dated: August 1, 2007

**Pre-Transaction**



\* *Holds Cable Landing License*

**Post-Transaction**



*\* Holds Cable Landing License*