

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

In the Matter of)	
)	
)	
TELECOMUNICACIONES)	File No.:
ULTRAMARINAS DE PUERTO RICO,)	
INC.)	
)	<i>Pro Forma</i> Assignment of Interests in
)	Submarine Cable Landing License
)	
MAYA-1 Cable Network)	
)	

**NOTIFICATION OF *PRO FORMA* ASSIGNMENT OF ULTRACOM'S INTEREST
IN THE MAYA-1 CABLE NETWORK**

Telecomunicaciones Ultramarinas de Puerto Rico, Inc. ("Ultracom"), FCC Registration Number ("FRN") 0001727304, by its undersigned attorney and pursuant to the Cable Landing License Act,¹ Executive Order No. 10530,² Section 63.24³ and Section 1.767⁴, of the Federal Communications Commission's ("Commission") rules, hereby notifies the *pro forma* transfer of control and ownership of Ultracom from the Puerto Rico Telephone Authority ("PRTA"), as transferor, to PREPA Networks Corp. ("PREPA.Net"), FRN 0016946634, as transferee. Both transferor and transferee are government entities of the Commonwealth of Puerto Rico, and are in no way affiliated to, or controlled by, a foreign carrier. Consequently, Ultracom notifies the *pro forma* assignment of the interest held in the MAYA-1 Cable Network to PREPA.Net.

¹ 47 U.S.C. §§ 34-39 ("Cable Landing License Act").

² Exec. Ord. No. 10530 *reprinted as amended* in 3 U.S.C. § 301.

³ 47 C.F.R. §63.24.

⁴ 47 C.F.R. §1.767.

I. Introduction

On November 18, 1999, the Commission granted a petition to land and operate a digital submarine cable system, the MAYA-1 Cable Network, that would extend between the United States, the Cayman Islands, Colombia, Costa Rica, Honduras, Mexico, and Panama MAYA-1 Cable Landing License).⁵ A summary of Ultracom's participation in the MAYA-1 Cable Network is included as **Exhibit 1**.

PRTA, the sole owner and shareholder of Ultracom, has entered into a stock purchase agreement with PREPA.Net, by which PREPA.Net will acquire all the outstanding shares of common stock of Ultracom. After the consummation of the transaction, Ultracom will become a wholly-owned subsidiary of PREPA.Net. The transaction between the PRTA and PREPA.Net will not affect the participation, ownership or Minimum Investment Units of the other licensees to the MAYA-1 Cable Landing License.

Ultracom hereby requests grant of authority for *pro forma* assignment of interests in the MAYA-1 cable landing licenses from Ultracom to PREPA.Net. The transfer of control described herein is *pro forma*, as defined in Section 63.24 of the Commission's rules, and, together with all the previous pro forma transactions, does not result in a change of the licensee's ultimate control.

II. The Transaction

On February 28, 2008, PRTA and PREPA.Net entered into a stock purchase agreement pursuant to which PREPA.Net will acquire all the outstanding shares of common stock of Ultracom owned by PRTA (the "Transaction"). The Transaction will be consummated upon the

⁵ *AT&T Corp. et al., Joint Application for a License to Land and Operate a Digital Submarine Cable System Between the United States, the Cayman Islands, Colombia, Costa Rica, Honduras, Mexico and Panama, the MAYA-1 Cable Network, Cable Landing License, File No. SCL-LIC-19990325-00006, DA 99-2579, 14 FCC Rcd 19456 (TD/IB 1999).*

receipt of the Commission's consent and approval for the *pro forma* transfer of control and ownership of Ultracom to PREPA.Net, the modification thereof of the MAYA-1 Cable Landing License, the Commission's consent and approval of the transfer to PREPA.Net of all other licenses granted to Ultracom as listed on **Exhibit 2**, and following all required consents and approvals from all other governmental or regulatory agencies.

Immediately following the consummation of the Transaction, and upon the Commission's consent, Ultracom will become a wholly-owned subsidiary of PREPA.Net, and will continue offering service to its customers without interruption.

III. The Parties to the Transaction

The transferor, PRTA, is a government entity of the Commonwealth of Puerto Rico, created by Puerto Rico Law No. 25 of May 6, 1974, as amended ("Law 25"). The Government Development Bank for Puerto Rico ("GDBPR") is a government entity of the Commonwealth of Puerto Rico, created by Puerto Rico Law No. 17 of September 23, 1948, as amended ("Law 17"). The PRTA was entrusted to the GDBPR pursuant to Puerto Rico Law No. 94 of June 24, 1998 ("Law 94"), which amended Law 25. Pursuant to Law 94, the PRTA maintains a separate existence and independent legal personality of that of the GDBPR.

Ultracom is a corporation, created and existing under the Puerto Rico General Corporations Act, Puerto Rico Law No. 144 of August 10, 1995, as amended ("Law 144"), created by virtue of PRTA's resolution No. 92-8 of February 26, 1992. At its inception, the PRTA owned 100 percent (100%) of the common voting stock and 85.1 percent (85.1%) of Ultracom's issued stock, and Telefónica International Holding, B.V. ("TISA") owned the remaining 14.9 percent (14.9%) of the issued stock. On December 23, 2003, PRTA and TISA entered into a Settlement Agreement, pursuant to which PRTA acquired all of Ultracom's issued

stock. Thus, PRTA is the sole owner and shareholder of Ultracom, and by virtue of Law 94, the GBDPR, through the PRTA, is the indirect sole owner and shareholder of Ultracom.

The Puerto Rico Electric Power Authority (“PREPA”) is a public corporation of the Commonwealth of Puerto Rico, created by Puerto Rico Law No. 83 of May 2, 1941, as amended (“Law 83”). PREPA is the sole owner and shareholder of PREPA.Net, a corporation created and existing under Law 144, created by virtue of PREPA’s resolution No. 3175 of March 2, 2004. Essentially, PREPA.Net is a government-owned company. Neither PREPA nor PREPA.Net are affiliated to any foreign carriers as defined by Commission’s Rule 63.09(d).⁶

Diagrams depicting the ownership of Ultracom prior to the Transaction and after the transaction, as well as the relationships between PRTA and PREPA as entities of the Commonwealth of Puerto Rico, are included as **Exhibit 3**.

IV. Section 63.24(f) Information

The following information regarding the transferee is submitted as required by Section 63.24(f)(2) of the Commission’s Regulations.⁷

(1) Name, address and telephone number(s) of the Transferee (Sections 63.24(f)(2)(i) and 63.18(a))

Prepa Networks Corp.
48 City View Plaza
Suite 803
Guaynabo, PR 00968
Attention: José D. Casillas Aponte
Tel: (787) 625-9950
Fax: (787) 625-9951

(2) Jurisdiction of Organization of the Transferee (Sections 63.24(f)(2)(i) and 63.18(b))

The transferee, PREPA.Net, is a corporation organized and existing under the laws of the Commonwealth of Puerto Rico.

⁶ 47 CFR 63.09(d)

⁷ 47 CFR 63.24(f).

- (3) **Correspondence concerning this application should be sent to (Sections 63.24(f)(2)(i) and 63.18(c))**

José D. Casillas-Aponte, E.I.T.
General Manager
Prepa Networks Corp.
48 City View Plaza
Suite 803
Guaynabo, PR 00968
Tel: (787) 625-9950
Fax: (787) 625-9951
e-mail: jd-casillas@prepanetworks.net

with a copy to:

Pamela González, Esq.
Bufete Roberto Corretjer Piquer
625 Ponce de León Avenue
San Juan, Puerto Rico 00917-4819
Tel: (787) 751-4618
Fax: (787) 759-6503
e-mail: licenciadapg@yahoo.com
Counsel for PREPA Networks Corp.

and a copy to:

Gladys A. Maldonado-Rodríguez, Esq.
Quiñones & Sanchez PSC
PO Box 71405
San Juan, PR 00936-8505
Tel.: (787) 620-6776
Fax: (787) 620-6050
e-mail: gmaldonado@qslaw.net
Counsel for Telecomunicaciones Ultramarinas de Puerto Rico, Inc., the Puerto Rico Telephone Authority and the Government Development Bank for Puerto Rico

- (4) **Statement of Transferee's previously received authority under Section 214 and general description of the categories of facilities and services authorized (Sections 63.24(f)(2)(i) and 63.18(d))**

PREPA.Net has not previously received any Section 214 authorizations, other than those associated to the present Transaction and pursuant to which the Commission has already consented to a transfer of control from Ultracom to Prepa.Net, as described on **Exhibit 2**.

(5) Ownership of Transferee (Sections 63.24(f)(2)(i) and 63.18(h))

PREPA is the sole owner and shareholder of PREPA.Net. PREPA is a public corporation and a government entity of the Commonwealth of Puerto Rico, created by Law 83. PREPA's main offices are located at 1110 Ponce de León Ave., San Juan, Puerto Rico 00907. Its mailing address is PO Box 364267, San Juan PR 00936-4267.

PREPA is not affiliated with any foreign carrier as defined by Section 63.09(d), 47 CFR 63.09(d), and is not affiliated with any entity that owns or controls a foreign cable landing station in any of the MAYA-1 Cable Network's destination markets. See Exhibits 4 and 5.

(6) Pro forma certification (Section 63.24(f)(2)(ii))

The transfer of control of assignment was *pro forma* and does not result in a change in the actual controlling party.

VI. Conclusion

Based on the foregoing, Ultracom respectfully requests the Commission to take notice of the *pro forma* assignment of Ultracom's interest in the MAYA-1 Cable Network to PREPA.Net.

RESPECTFULLY SUBMITTED.

**TELECOMUNICACIONES
ULTRAMARINAS DE PUERTO RICO,
INC.**

through its counsel

QUIÑONES & SANCHEZ PSC

PO Box 71405

San Juan, PR 00936-8505

Tel.: (787) 620-6776

Fax: (787) 620-6050



Gladys A. Maldonado-Rodriguez

Puerto Rico Bar No. 15004

e-mail: gmaldonado@qslaw.net

May 28, 2008.

Exhibit List

- Exhibit 1** Summary of Ultracom's interests in the MAYA-1 Cable Network.
- Exhibit 2** Licenses granted by the Federal Communications Commission to Telecomunicaciones Ultramarinas de Puerto Rico, Inc. to be transferred.
- Exhibit 3** Diagrams - Ownership and Corporate Relationship
- Exhibit 4** Certification by Prepa Networks Corp.
- Exhibit 5** Certification by Puerto Rico Electric Power Authority
- Exhibit 6** Certification by Telecomunicaciones Ultramarinas de Puerto Rico, Inc.
- Exhibit 7** Certification by Puerto Rico Telephone Authority
- Exhibit 8** Certification by Government Development Bank for Puerto Rico

Exhibit 1

Summary of Participation of Telecomunicaciones Ultramarinas de Puerto Rico, Inc. in the MAYA-1 Cable Network

Schedule B (Revision 15.6): *Segment S and Voting Interest*

Percentages Total: 0.09969%

Schedule C (Revision 15.6): *Allocation of Capital, O&M Costs of Segment S; Allocation of Costs of Segment T1 to T7; System Interface Level and Higher (Costs Sharing Percents)*

Allocation of Capital Costs: 0.09969%

Allocation of Operating and Maintenance Costs: 02289%

Schedule D (Revision 15.6): *Ring-MIU Quantities Assigned*

Capacity Requested: 2

Capacity Ring MIU's: 3

**Licenses granted by the Federal Communications Commission to
Telecomunicaciones Ultramarinas de Puerto Rico, Inc. to be transferred**

A. Cable Landing License Authorizations and Participation:

	<u>File Number</u>
1. ARCOS-1	SCL-MOD-20010302-00007; 16 FCC Rcd 15781
2. ANTILLAS I	File No. ITC-95-490; File No. ITC-95-580; DA 96-1053
3. AMERICAS I / COLUMBUS II	File No. SCL-93-001; File No. SCL-93-002 DA 93-908; DA 93-909
4. MAYA-1	SCL-LIC-19990325-00006; 14 FCC Rcd 19456
5. AMERICAS-II	ITC-214-19980430-00023 (formerly ITC-98-342, ITC-98-342A); SCL-98-003, SCL-98-003A

On May 9, 2008, the Commission issued an Accepted for Filing Streamlined Public Notice, Report No. SCL-00062S, notifying the Application for consent to the pro forma transfer of control of the interest from Telecomunicaciones Ultramarinas de Puerto Rico, Inc. ("Ultracom") to PREPA Networks Corp. ("Prepa.Net") of the following cable systems:

ANTILLAS 1	SCL-T/C-20080320-00004
ARCOS-1	SCL-T/C-20080318-00005
AMERICAS-I/COLUMBUS II	SCL-T/C-20080325-00006

B. Satellite Earth Stations Authorizations:

<u>Call Sign</u>	<u>File Number</u>	<u>Expiration Date</u>
1. E872647	SES-RWL-20000912-01765	9/28/2010
2. E910100	SES-RWL-20010223-00426	3/29/2011
3. E980310	SES-LIC-19980710-00842	8/02/2009
4. E980311	SES-LIC-19980710-00843	6/16/2009
5. E980330	SES-LIC-19980724-00964	6/16/2009
6. E980331	SES-LIC-19980724-00965	6/16/2009
7. E980332	SES-LIC-19980724-00966	6/16/2009
8. E980333	SES-LIC-19980724-00967	6/16/2009
9. E990221	SES-LIC-19990625-00918	8/24/2009
10. E000075	SES-LIC-19990817-02396	3/29/2010
11. E960160	SES-LIC-20080118-00074	3/04/2023

On May 7, 2008, the Commission issued an Action Taken Public Notice, Report No. SES-01031, notifying that the Commission, by its International Bureau, had granted the Application for Consent to Transfer Control of these stations from Ultracom to PREPA.Net, effective on April 30, 2008. See File No. SES-T/C-20080311-00277.

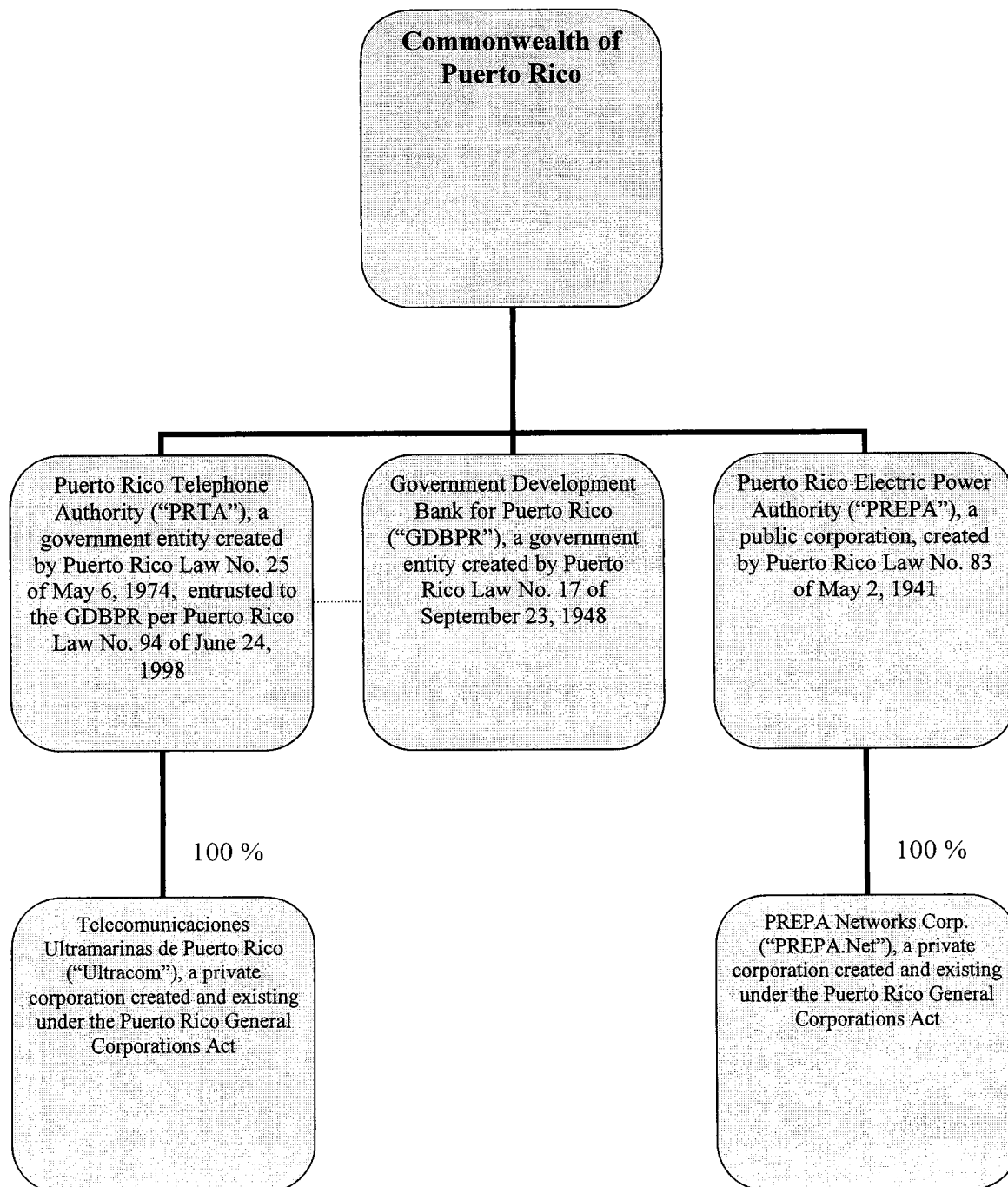
Common Carrier Fixed Point to Point Microwave License:

	<u>Call Sign</u>	<u>File Number</u>	<u>Expiration Date</u>
1.	WPQY209	0000184751	11/21/2010

On May 8, 2008, the Wireless Telecommunications Bureau consented to the transfer of control of this license from Ultracom to PREPA.Net. See Application for Assignments of Authorization and Transfers of Control, File Number 0003356993.

Exhibit 3
Diagram #1

Relationship Before the Transaction



Ultracom Ownership Before the Transaction

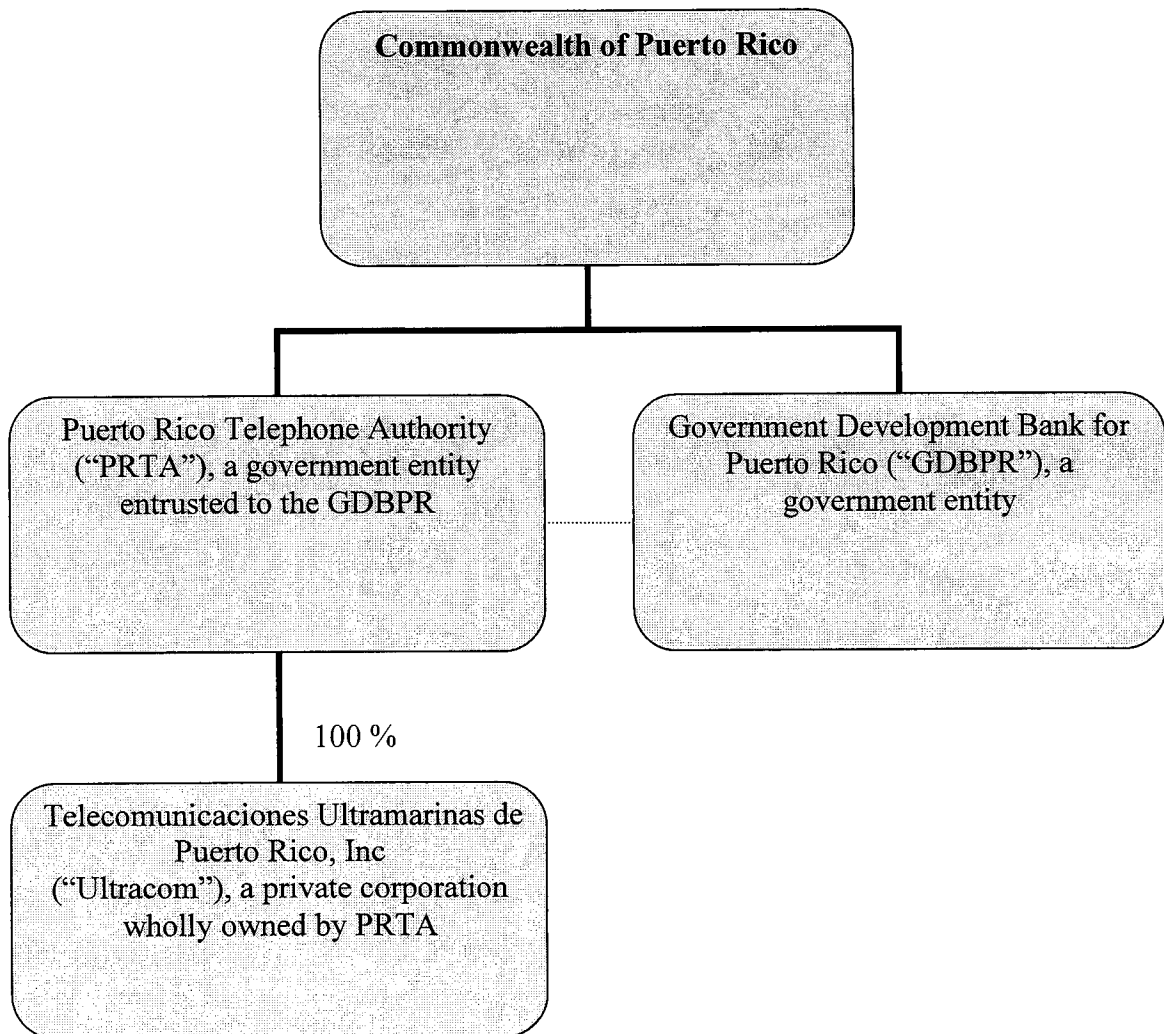
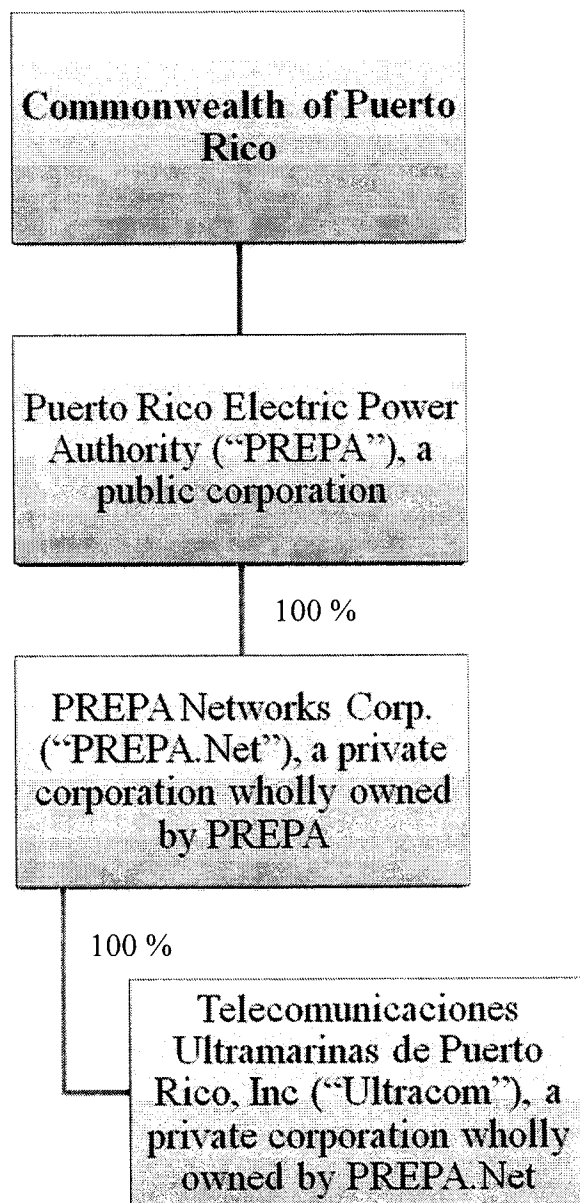
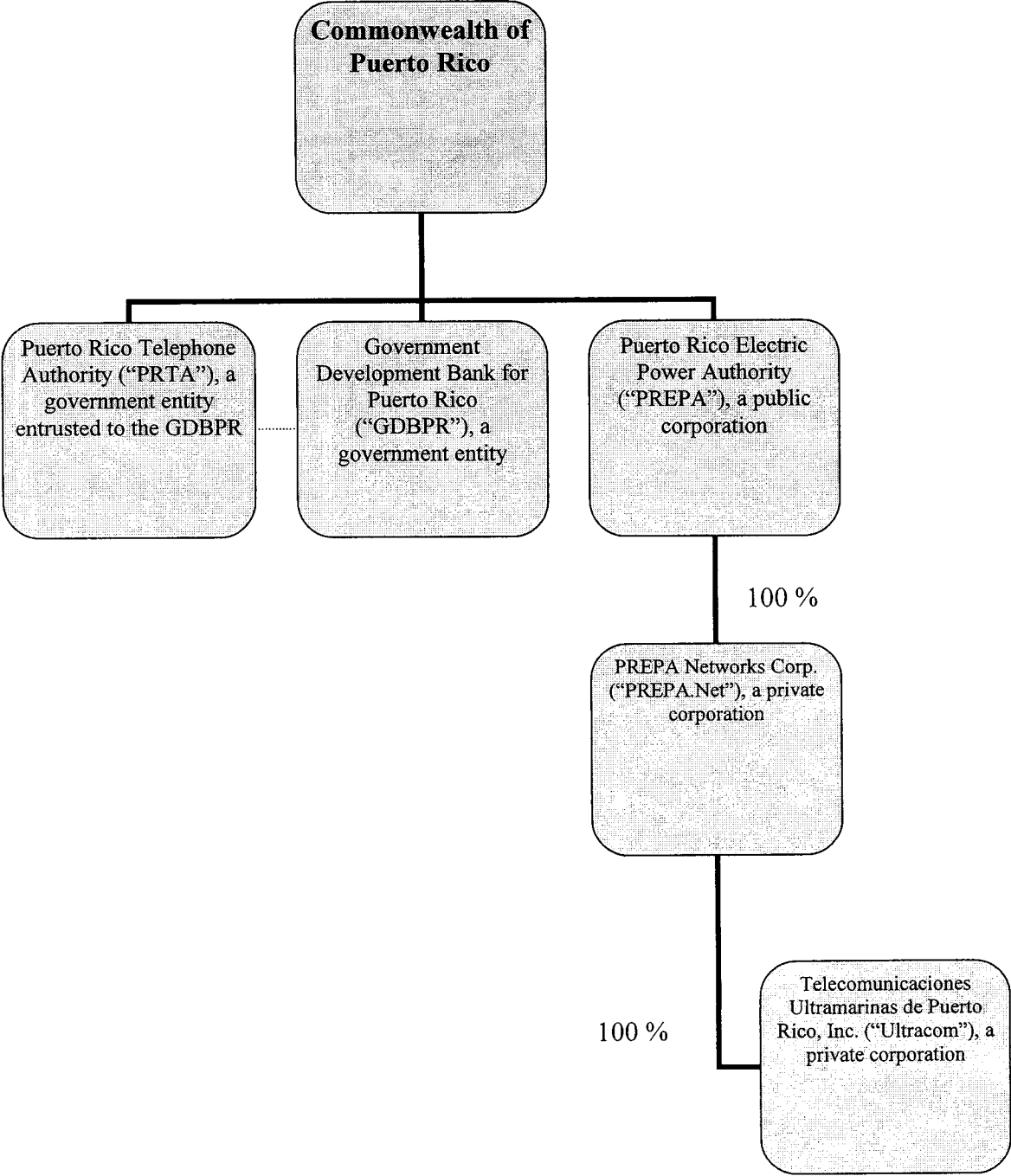


Exhibit 3
Diagram #3

Ultracom Ownership After the Transaction



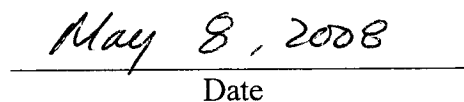
Relationship After the Transaction



**CERTIFICATION BY
PREPA NETWORKS CORP.**

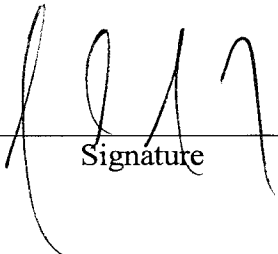
I, **José Casillas Aponte**, General Manager of PREPA Networks Corp. ("PREPA.Net"), duly authorized to submit this Certification on behalf of PREPA.Net, having read the foregoing *Pro Forma* Notification and exhibits thereto, hereby declare under penalty of perjury that to the best of my knowledge, information and belief the representations pertaining to PREPA.Net as set forth therein are true and correct. I further declare under penalty of perjury that PREPA.Net is not affiliated to a foreign carrier as defined by 47 CFR 63.09(d) and that PREPA.Net is not subject of a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. I further declare under penalty of perjury that to the best of my knowledge, information and belief the ultimate control of Telecomunicaciones Ultramarinas de Puerto Rico, Inc.'s interest in the MAYA-1 cable network remains under the Commonwealth of Puerto Rico, and thereby the transfer of control of assignment is *pro forma* and does not result in a change in the actual controlling party.


Signature


Date

**CERTIFICATION BY
PUERTO RICO ELECTRIC POWER AUTHORITY**

I, Jorge A. Rodríguez Ruiz, Executive Director of Puerto Rico Electric Power Authority ("PREPA"), duly authorized to submit this Certification on behalf of PREPA, having read the foregoing *Pro Forma* Notification and exhibits thereto, hereby declare under penalty of perjury that to the best of my knowledge, information and belief the representations pertaining to PREPA as set forth therein are true and correct. I further declare under penalty of perjury that PREPA is not affiliated to a foreign carrier as defined by 47 CFR 63.09(d) and that PREPA is not subject of a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. I further declare under penalty of perjury that to the best of my knowledge, information and belief the ultimate control of Telecomunicaciones Ultramarinas de Puerto Rico, Inc.'s interest in the MAYA-1 cable network remains under the Commonwealth of Puerto Rico, and thereby the transfer of control of assignment is *pro forma* and does not result in a change in the actual controlling party.



Signature

May 22, 2008
Date

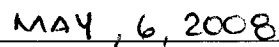
Exhibit 6

CERTIFICATION BY TELECOMUNICACIONES ULTRAMARINAS DE PUERTO RICO, INC.

I, Samuel Sierra Rivera, as representative of Telecomunicaciones Ultramarinas de Puerto Rico, Inc. ("Ultracom"), duly authorized to submit this Certification on behalf of Ultracom, having read the foregoing *Pro Forma* Notification and exhibits thereto, hereby declare under penalty of perjury that to the best of my knowledge, information and belief the representations pertaining to Ultracom as set forth therein are true and correct. I further declare under penalty of perjury that to the best of my knowledge, information and belief the ultimate control of Ultracom's interest in the MAYA-1 cable network remains under the Commonwealth of Puerto Rico, and thereby the transfer of control of assignment is *pro forma* and does not result in a change in the actual controlling party.



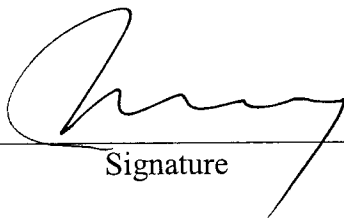
Signature



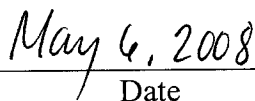
Date

**CERTIFICATION BY
PUERTO RICO TELEPHONE AUTHORITY**

I, Jorge Irizarry Herrans, Acting Executive Director of the Puerto Rico Telephone Authority ("PRTA"), duly authorized to submit this Certification on behalf of PRTA, having read the foregoing *Pro Forma* Notification and exhibits thereto, hereby declare under penalty of perjury that to the best of my knowledge, information and belief the representations pertaining to PRTA as set forth therein are true and correct. I further declare under penalty of perjury that to the best of my knowledge, information and belief the ultimate control of Telecomunicaciones Ultramarinas de Puerto Rico, Inc.'s interest in the MAYA-1 cable network remains under the Commonwealth of Puerto Rico, and thereby the transfer of control of assignment is *pro forma* and does not result in a change in the actual controlling party.



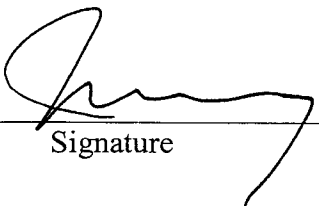
Signature



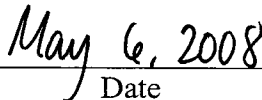
Date

**CERTIFICATION BY
GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO**

I, Jorge Irizarry Herrans, President of the Government Development Bank for Puerto Rico ("GDBPR"), duly authorized to submit this Certification on behalf of GDBPR, having read the foregoing *Pro Forma* Notification and exhibits thereto, hereby declare under penalty of perjury that to the best of my knowledge, information and belief the representations pertaining to GDBPR as set forth therein are true and correct. I further declare under penalty of perjury that to the best of my knowledge, information and belief the ultimate control of Telecomunicaciones Ultramarinas de Puerto Rico, Inc.'s interest in the MAYA-1 cable network remains under the Commonwealth of Puerto Rico, and thereby the transfer of control of assignment is *pro forma* and does not result in a change in the actual controlling party.



Signature



Date