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June 16, 2008

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
9300 East Hampton Drive
Capitol Heights, MD 20743

Attn: International Bureau Policy Division

RE: Application for Transfer of Control and Ownership of Telecomunicaciones Ultramarinas de Puerto Rico, Inc., licensee to the AMERICAS-II Cable System.

Madam Secretary:

On behalf of our client, Telecomunicaciones Ultramarinas de Puerto Rico, Inc. ("Ultracom"), FRN 0001727304, attached please find one (1) original and four (4) copies of our Notification of *pro forma* transfer of Ultracom's interest in the AMERICAS-II cable system to PREPA Networks Corp, FRN 0016946634.

We have also attached two (2) additional copies of this filing to be date-stamped by your office, and returned to us in the enclosed self-addressed envelope.

Ultracom is a government entity of the Commonwealth of Puerto Rico, exempt from the payment of fees pursuant to C.F.R. Section 1.1114(f). Furthermore, *pro forma* notifications are exempt from the payment of fees.

If you have any questions, please contact the undersigned counsel at your convenience.

Cordially,

Gladys A. Maldonado

Enclosures

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

In the Matter of)
)
)
) File No.:
TELECOMUNICACIONES)
ULTRAMARINAS DE PUERTO RICO,)
INC.) *Pro Forma* Assignment of Interests in
) Submarine Cable Landing License
)
)
AMERICAS-II Cable Landing License)
)
)

**NOTIFICATION OF *PRO FORMA* ASSIGNMENT OF ULTRACOM'S INTEREST
IN THE AMERICAS-II CABLE LANDING LICENSE**

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 AMERICAS-II Cable System 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 3, 1998, the Commission granted a petition to construct, acquire, and operate capacity in a digital submarine cable system, the AMERICAS-II Cable System (“AMERICAS-II”), among Florida, Puerto Rico, the U.S. Virgin Islands, Martinique, Curacao, Trinidad, Venezuela, Trinidad, French Guiana and Brazil.⁵ A summary of Ultracom’s participation in AMERICAS-II 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 AMERICAS-II Cable Landing License.

Ultracom hereby requests grant of authority for *pro forma* assignment of interests in the AMERICAS-II cable landing license 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

⁵ See AT&T Corp et al. Joint Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Construct, Acquire, and Operate Capacity in a Digital Submarine Cable System, the AMERICAS-II Cable System, ITC-214-19980430-00023 (formerly, File Nos. ITC-98-342, ITC-98-342A), Memorandum Opinion, Order and Authorization, DA 98-2294, 13 FCC Rcd. 22535 (“Americas-II Section 214 Authorization”); see also AT&T Corp et al. Joint Application for a License to Land and Operate a Digital Submarine Cable System Among Florida, Puerto Rico, the U.S. Virgin Islands, Martinique, Curacao, Trinidad, Venezuela, French Guiana and Brazil, the AMERICAS-II Cable System, File Nos. SCL-98-003, SCL-98-003A, Cable Landing License, DA 98-2295, 13 FCC Rcd. 22541 (“Americas-II Cable Landing License”).

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 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 AMERICAS-II 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 consummation of 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

⁶ 47 CFR 63.09(d)

⁷ 47 CFR 63.24(f).

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.

(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 AMERICAS-II'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 AMERICAS-II Cable Landing License 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

June 16, 2008.

Exhibit List

- Exhibit 1** Summary of Ultracom's interests in the AMERICAS-II Cable System.
- 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 AMERICAS-II Cable System
(as of April 11, 2008)**

Schedule B: *Party's Percentage*

Cable System Ownership of Segment 3 and Voting Interest

Percentage Total: 0.156%

Schedule C: *Party's Percentage*

Cable System Allocation of Capital - Operating and Maintenance of Segment S Allocation of Costs of Segments T1 to T9 at the System Interface Level and Higher (Costs Sharing Percents)

RING-MIU			ACCESS-MIU	SW-MIU
WEST	NORTH	SOUTH		
1.61250	0.32244	0.00000	0.00000	0.00000

Schedule D: *Ring-MIU Quantities Assigned*

Cable System Ring-MIUs Access-MIUs and SW-MIUs Quantities Assigned to the Parties

RING-MIU			ACCESS-MIU	SW-MIU
WEST	NORTH	SOUTH		
65	65	0	0	0

Exhibit 2

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 I	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

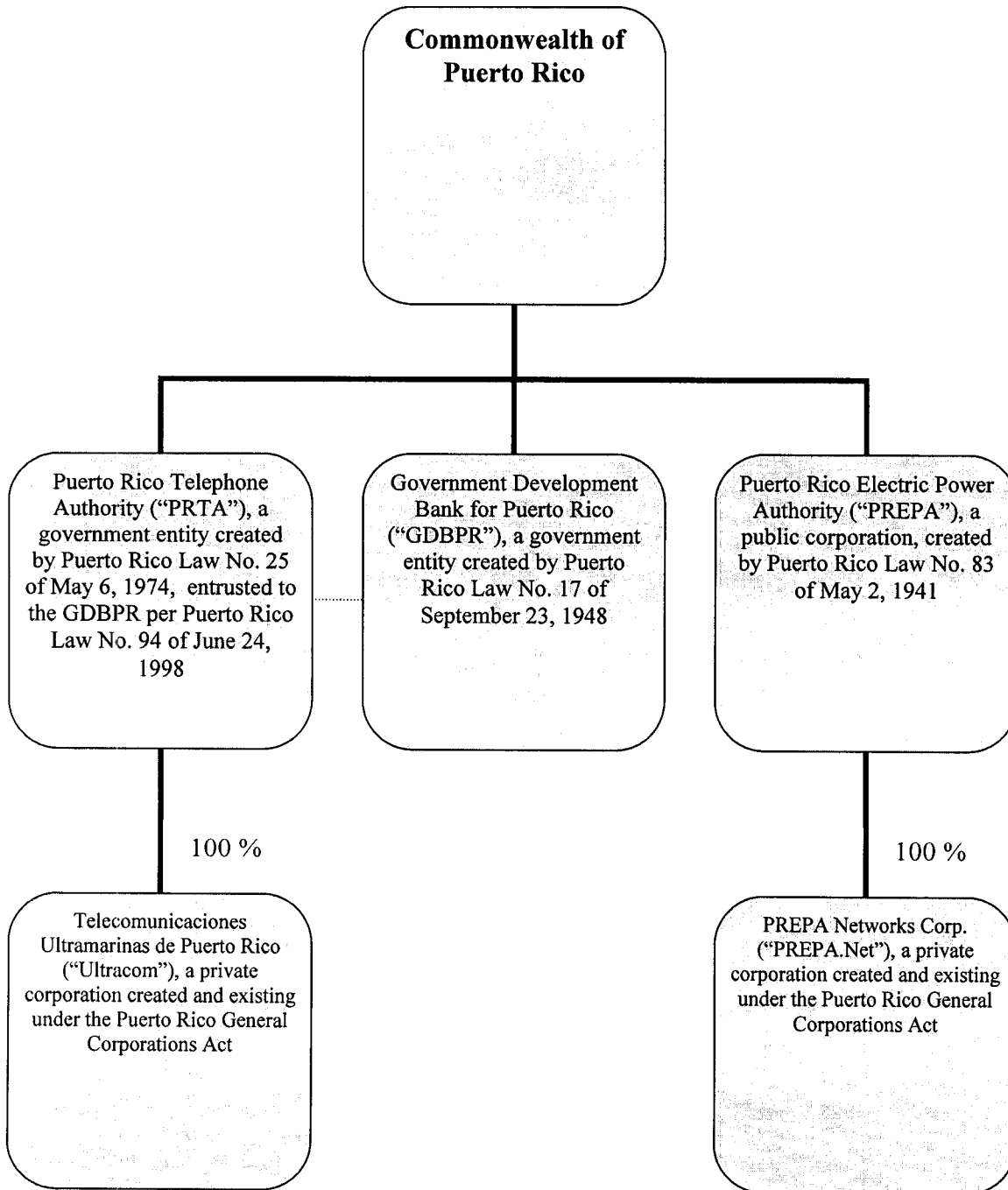
On May 7, 2008, the Commission issued an Action Taken Public Notice, Report No. SES-01031, notifying that the Commission, by its International Bureau, had granted the Application for Consent to Transfer Control of these stations from Ultracom to PREPA.Net, effective on April 30, 2008. See File No. SES-T/C-20080311-00277.

C. Common Carrier Fixed Point to Point Microwave License:

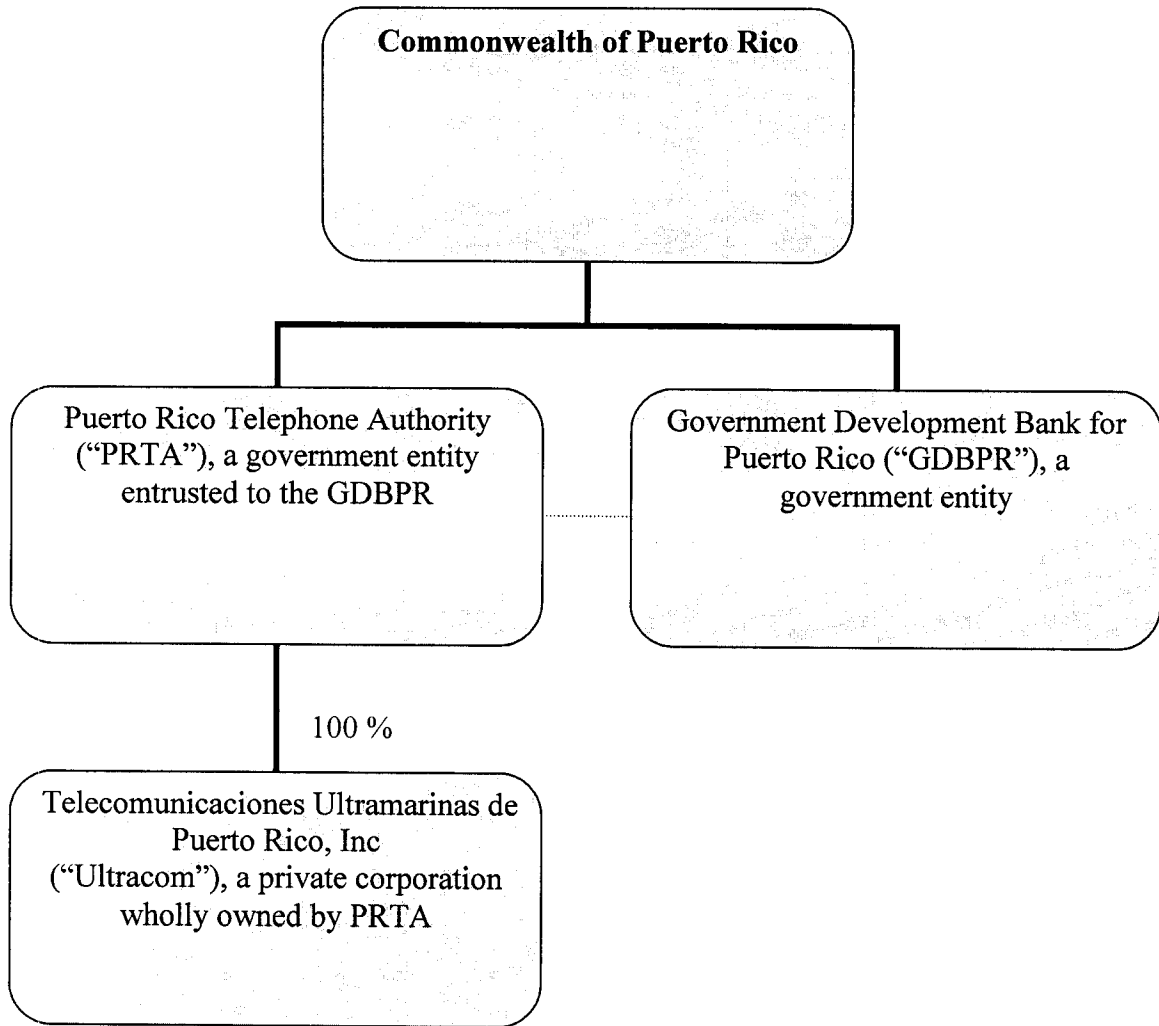
	<u>Call Sign</u>	<u>File Number</u>	<u>Expiration Date</u>
1.	WPQY209	0000184751	11/21/2010

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.

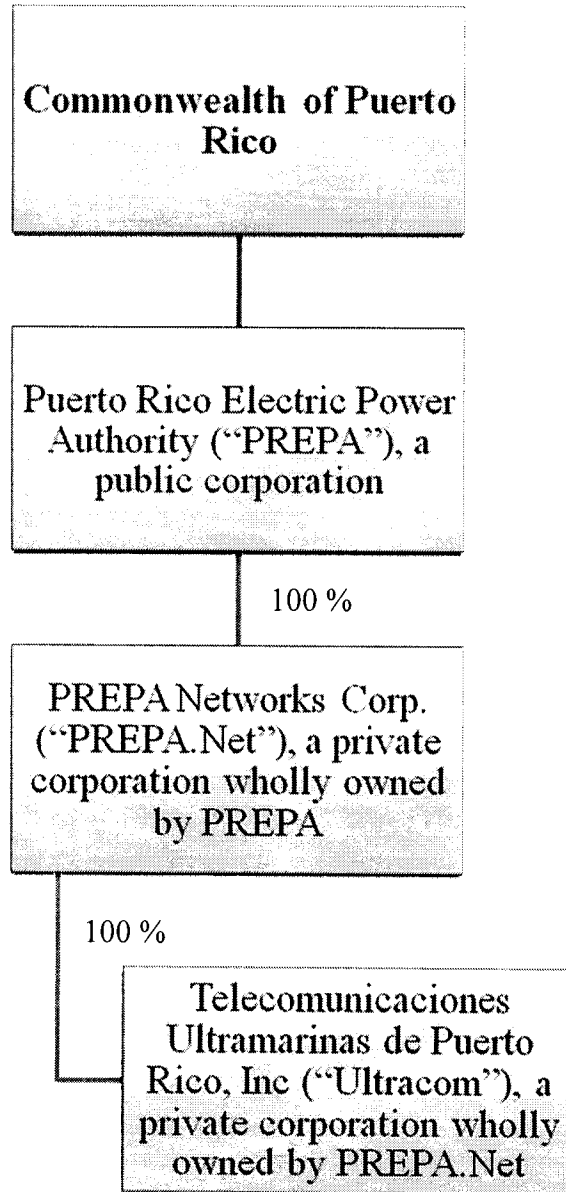
Relationship Before the Transaction



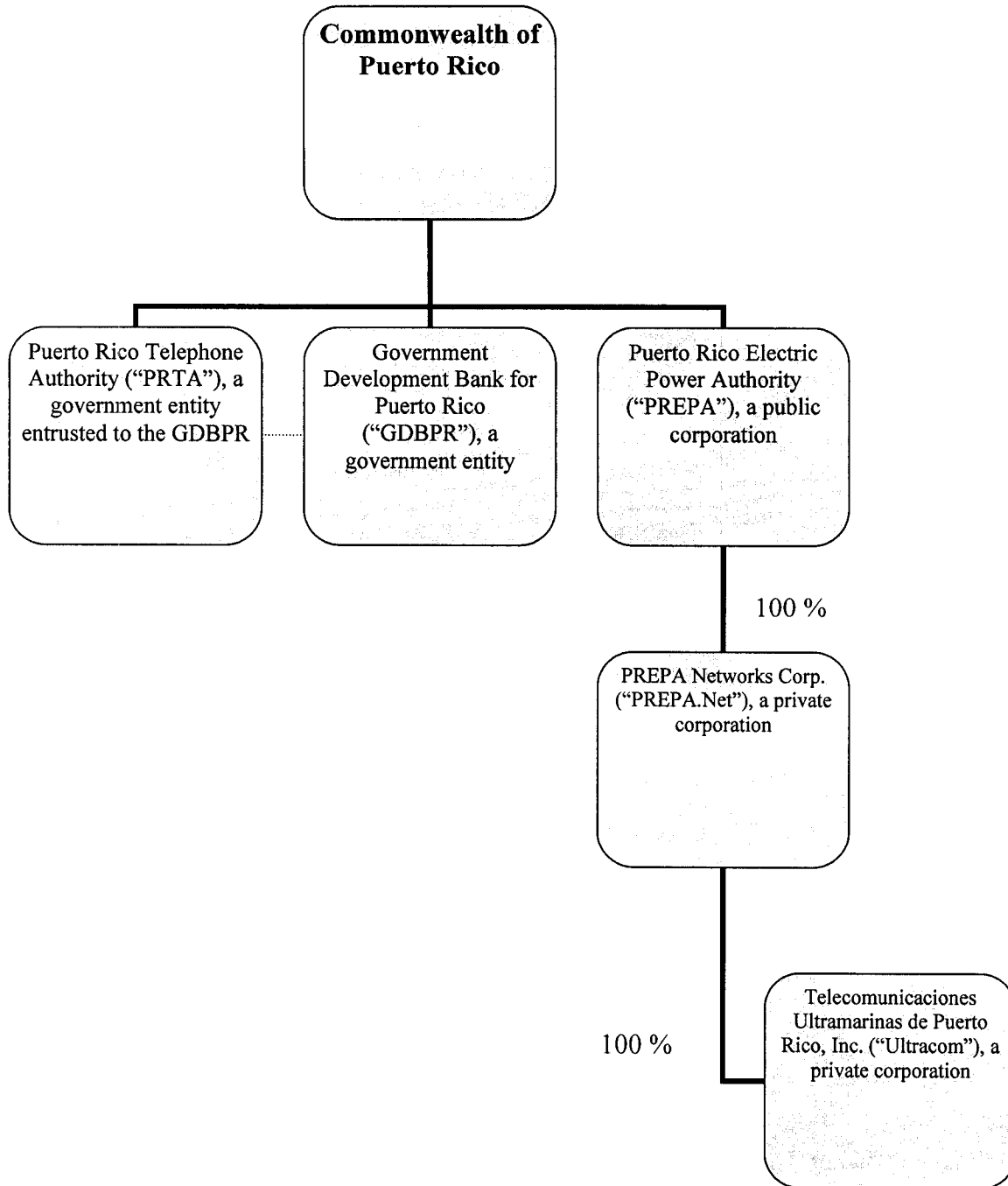
Ultracom Ownership Before the Transaction



Ultracom Ownership After the Transaction



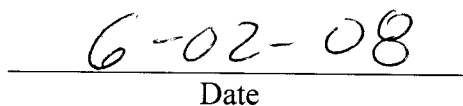
Relationship After the Transaction



**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 AMERICAS-II cable system 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. RODRIGUEZ 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 AMERICAS-II cable system 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.



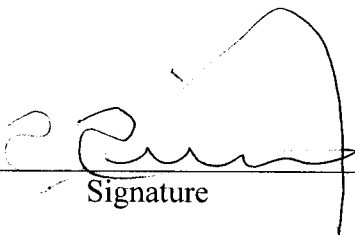
Signature

June 11, 2008

Date

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

I, Samuel Sierra, Officer 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 AMERICAS-II cable system 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.



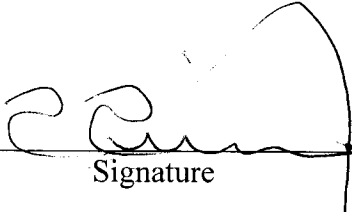
Signature

JUNE 6, 2008

Date

**CERTIFICATION BY
PUERTO RICO TELEPHONE AUTHORITY**

I, Samuel Sierra, Officer of 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 AMERICAS-II cable system 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.



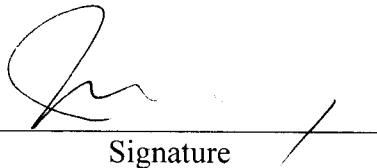
Signature

JUNE 6 2008

Date

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

I, Jorge Irizarry Herrans, President of 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 AMERICAS-II cable system 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

June 6, 2008
Date