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2 April 2009

**BY HAND DELIVERY**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

*RE: Cable Landing License Held by Tyco Telecommunications (US) Inc., FCC File No. SCL-LIC-20050304-00011*

Pursuant to 47 C.F.R. § 1.767(g)(7), Tyco Telecommunications (US) Inc. (“Tyco Telecom,” FRN 0003293388) hereby notifies the FCC of a *pro forma* transfer of control of the above-referenced cable landing license for the mostly-unbuilt original southern segment of what was originally known as the Tyco Pacific system (extending between California, Hawaii, and Guam), which currently consists of a cable stub extending 6 nautical miles seaward from Hermosa Beach, California.<sup>1</sup> As a consequence of the reorganization transaction consummated on March 20, 2009, and detailed below (“Reorganization Transaction”), control of Tyco Telecom was transferred from TSSL Holding Corp. (“TSSL”) to Tyco Electronics (NV), Inc (“TENV”). Ultimately, Tyco Telecom remains an indirect, wholly-owned subsidiary of Tyco Electronics Ltd. (“TE Parent”), as previously notified to the Commission on August 24, 2007, with respect to a previous *pro forma* transaction.<sup>2</sup>

As part of an internal corporate restructuring, TSSL transferred all of the issued and outstanding shares of Tyco Telecom to TENV. TSSL, TENV, and Tyco Telecom are all indirect, wholly-owned subsidiaries of TE Parent. Accordingly, the Reorganization Transaction

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<sup>1</sup> See *Actions Taken Under the Cable Landing License, Public Notice*, 20 FCC Rcd. 8564 (2005) (including standard cable landing license conditions set forth in 47 C.F.R. §§ 1.767(g)(1)-(14)).

<sup>2</sup> See Letter from Kent D. Bressie, Harris, Wiltshire & Grannis LLP and counsel for Tyco Telecommunication (US) Inc. and Tyco Electronics Ltd. to FCC Secretary Marlene H. Dortch, FCC File No. SCL-LIC-20050304-00011 (Aug. 24, 2007).

did not alter the ultimate ownership or control of the above-referenced cable landing license. Tyco Telecom was an indirect subsidiary of TE Parent prior to the Reorganization Transaction and remains so following consummation of the Reorganization Transaction.

The Reorganization Transaction consisted of six simultaneous steps involving the intermediate holding and operating companies in the chain of ownership between TE Parent and Tyco Telecom, which was a direct, wholly-owned subsidiary of TSSL, which in turn was a direct, wholly-owned subsidiary of TyCom (US) Holdings, Inc. (“TYUSHI”):

- **Step 1:** TSSL merged into its sole direct parent TYUSHI, with TYUSHI surviving, making TYUSHI the sole direct parent of Tyco Telecom.
- **Step 2:** TyCom Simplex Holdings, Inc., the sole direct parent of Tyco Integrated Cable Systems, Inc., merged into its sole direct parent TYUSHI, with TYUSHI surviving.
- **Step 3:** M/A COM Tech Holdings, Inc.—the immediate parent company of M/A-COM—merged into TENV, with TENV surviving, and M/A-COM as a direct subsidiary of TENV.
- **Step 4:** TYUSHI transferred the stock of its direct, wholly-owned subsidiary Tyco Integrated Cable Systems, Inc. to Tyco Telecom.
- **Step 5:** TYUSHI transferred the stock of its direct, wholly-owned subsidiary Tyco Telecom to TENV, making Tyco Telecom a direct, wholly-owned subsidiary of TENV.
- **Step 6:** TENV transferred the stock of M/A-COM to Tyco Telecom.

The attached diagrams illustrate these steps.

TENV is a Nevada corporation engaged in the business of a holding company. TENV’s contact information is as follows:

Tyco Electronics (NV), Inc.  
304 Constitution Drive  
Menlo Park, California 94025  
+1 650 361 3333 tel

TENV is an indirect, wholly-owned subsidiary of TE Parent. TE Parent is a Bermuda limited company whose shares trade publicly on the New York Stock Exchange and the Bermuda Stock Exchange. TE Parent has no ten-percent-or-greater shareholders.

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By the attached certification, Tyco Telecom certifies that the transfer of control effected by the Reorganization Transaction was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, did not result in a change of Tyco Telecom's ultimate control.

Pursuant to Section 1.767(j), 47 C.F.R. § 1.767(j), a copy of this notification has been served on the Executive Branch agencies, as noted in the attached certificate of service.

Please contact Kent Bressie by telephone at +1 202 730 1337 or by e-mail at [kbressie@harriswiltshire.com](mailto:kbressie@harriswiltshire.com) should you have any questions regarding this notification.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Kent D. Bressie", is written over a horizontal line. The signature is fluid and cursive.

Kent D. Bressie  
Christopher Nierman

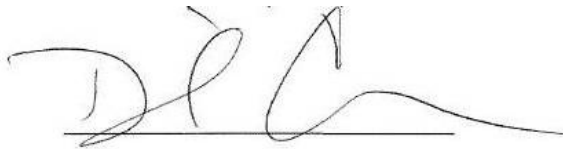
*Counsel for Tyco Telecommunications (US) Inc.,  
Tyco Electronics (NV), Inc., and  
Tyco Electronics Ltd.*

Attachments

## CERTIFICATION

I, David R. Coughlan, President and CEO of Tyco Telecommunications (US) Inc., hereby certify to the following:

- (1) All of the information contained in the attached notification letter is true and accurate to the best of my knowledge;
- (2) The transfer of control effected by the Reorganization Transaction, as defined in the notification letter, was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, did not result in a change of Tyco Telecom's ultimate control; and
- (3) No party to this notification is subject to a denial of federal benefits, including FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

A handwritten signature in black ink, appearing to read 'DRC', is written over a horizontal line.

2 April 2009

David R. Coughlan

## CERTIFICATE OF SERVICE

I, Kent D. Bressie, hereby certify that consistent with Section 1.767(j) of the Commission's rules, 47 C.F.R. § 1.767(j), I have served by overnight delivery on 2 April 2009, a copy of the foregoing notification of *pro forma* transfer of control of a cable landing licensee on the following:

Richard Beaird  
Acting U.S. Coordinator  
Int'l Communications & Information Policy  
Bureau of Economic and Business Affairs  
U.S. DEPARTMENT OF STATE  
EB/CIP: Room 4826  
2201 C Street, N.W.  
Washington, D.C. 20520-5818

Kathy Smith  
Chief Counsel  
U.S. DEPARTMENT OF COMMERCE/NTIA  
14th Street and Constitution Avenue, N.W.  
Room 4713  
Washington, D.C. 20230

Hillary Morgan  
Deputy General Counsel, Regulatory  
& International Law  
Code RGC  
DEFENSE INFORMATION SYSTEMS AGENCY  
701 South Courthouse Road  
Arlington, Virginia 22204

A handwritten signature in black ink, appearing to read "Kent D. Bressie", is written over a horizontal line.

Kent D. Bressie