

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)
)
PC Landing Corp.)
) File No. SCL-T/C-2009____-____
Application for Authority to)
Transfer Control of PC Landing Corp.,)
Cable Landing Licensee of the)
PC-1 Submarine Cable System, to)
NTT Communications Corporation)

**APPLICATION FOR TRANSFER OF CONTROL
[STREAMLINED PROCESSING REQUESTED]**

PC Landing Corp. (“PC Landing Corp.”), its parent company, Pacific Crossing Limited (“PCL”, and together with PC Landing Corp., the “PCL Applicants”), and NTT Communications Corporation (“NTT Communications”, and together with PC Landing Corp. and PCL, the “Applicants”), pursuant to the Submarine Cable Landing License Act, 47 U.S.C. §§ 34-39, Section 1.767 of the Commission’s rules, 47 C.F.R. § 1.767, and Executive Order No. 10530, hereby request authority to transfer control of PC Landing Corp., licensee of the Pacific Crossing cable system (“PC-1”),¹ to NTT Communications, a wholly-owned subsidiary of Nippon Telegraph and Telephone Corporation (“NTT”). The proposed transfer of control is in connection with the Transaction described more fully below, pursuant to which NTT Communications will acquire all of the issued and outstanding stock of PCL. Applicants respectfully request streamlined treatment of this application pursuant to Sections 1.767(i), (j) and (k) of the Commission’s Rules, 47 C.F.R. § 1.767(i), (j) and (k). As described in more detail

¹ See File No. SCL-98-006; SCL-LIC-19980807-00010 (the “Cable Landing License”).

below, this application qualifies for streamlined treatment because, while NTT Communications is a foreign carrier in Japan, PC-1's destination country, Japan is a WTO member country and Applicants agree that PC Landing Corp. will abide by the reporting requirements set out in Section 1.767(l) of the Commission's Rules.²

I. BACKGROUND

A. The PCL Applicants.

PC Landing Corp., a Delaware corporation, holds the U.S. submarine cable landing license for PC-1. PC-1 consists of four segments connecting each of its four landing stations: Ajigaura, Japan to Harbour Pointe, Washington; Shima, Japan to Grover Beach, California; Ajigaura to Shima; and Harbour Pointe to Grover Beach.

PC-1, spanning 13,076 route-miles, is one of seven trans-Pacific fiber optic cable systems linking the continental United States with Asia, currently representing approximately 12% of total trans-Pacific lit cable capacity according to the International Bureau's most recent Circuit Status Report.³ With the addition of at least two new trans-Pacific cables linking the continental U.S. that are expected to come on line this year and next, by 2010, PC-1 is expected to account for no more than 7.5% of total lit capacity on the U.S.-Asia trans-Pacific routes with U.S. continental landings.⁴

PC Landing Corp.'s parent company, PCL, is a privately-owned Bermuda company, whose outstanding common stock is held primarily by 25 financial institutions and hedge funds. PCL's three 10% or greater shareholders are: (1) Strategic Value Master Fund, Ltd., which holds

² The Applicants have also initiated discussions with national security and law enforcement agencies to address any potential concerns those agencies may have with respect to the Transaction. The Applicants will support a request of those agencies to defer grant of the Application, without delaying the Commission's consideration of the Application in any other respect, until the Commission receives notice that any national security and law enforcement concerns regarding the Transaction have been resolved.

³ See International Bureau Report, 2007 Section 43.82 Circuit Status Data, at 34 & Table 7 (March 2009), available at http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-289308A1.pdf.

⁴ *Id.*

20.10% of PCL's outstanding shares;⁵ (2) J.P. Morgan Securities Inc., which holds 14.70% of PCL's outstanding shares;⁶ and (3) Stonehill Offshore Partners Limited, which holds 11.35% of PCL's outstanding shares.⁷ PCL and PC Landing Corp. were formed in December 2005, when their predecessors, Pacific Crossing, Ltd., debtor-in-possession and PC Landing Corp., debtor-in-possession (together, the "PCL Debtors"), emerged as reorganized companies under chapter 11 of the Bankruptcy Code in connection with voluntary petitions filed in U.S. bankruptcy court in Delaware in 2002.⁸

B. NTT Communications.

NTT Communications, a Japanese stock corporation (*kabushiki kaisha*), is a global telecommunications and information service provider based in Japan. NTT Communications provides diverse high-quality IP, web-based, and managed network solutions combining network management, security, web portals/engines, and global services. NTT Communications is a direct, wholly-owned subsidiary of NTT, also a Japanese stock corporation. The Japanese government owns 33.75% of the issued shares of NTT, held principally through its Minister of Finance, who holds 33.71% of the issued shares of NTT.

NTT is a holding company that owns operating subsidiaries that provide a range of communications services, and is the research and development body for the entire NTT group. NTT, through its subsidiaries, has a long history of providing service in the U.S. telecommunications marketplace. NTT Communications owns NTT America, Inc., which has

⁵ Strategic Value Master Fund, Ltd. is a Cayman Islands investment fund, whose investment advisor is Strategic Value Partners, LLC, a U.S. entity based in Connecticut.

⁶ J.P. Morgan Securities Inc. is a wholly owned subsidiary of JP Morgan Chase, a U.S.-based diversified financial services firm.

⁷ Stonehill Offshore Partners Limited is a Cayman Islands exempted company, whose investment manager is Stonehill Capital Management, LLC, a U.S. entity based in New York. Stonehill Institutional Partners, L.P. holds an additional 6.67% of PCL's outstanding shares.

⁸ *In re PC Landing Corp., et al.*, Chap. 11 Case No. 02-12086 (PJW) (Bankr. D. Del.). For additional background on the PCL Debtors, pre-emergence and their reorganization, see *PC Landing Corp. (Debtor-in-Possession), Application for Authority to Assign PC-1 Submarine Cable Landing License*, File No. SCL-ASG-20051025-00027.

held international Section 214 authority to operate as a facilities-based carrier of telecommunications services and to provide resale service between the U.S. and Japan since 1998.⁹ NTT America currently provides enterprise hosting, managed network and IP networking services for enterprise customers and service providers worldwide. In 2000, NTT Communications acquired Verio Inc., a global web hosting Internet Service Provider based in Colorado. In 2006, NTT DoCoMo, Inc. (“NTT DoCoMo”), a subsidiary of NTT,¹⁰ acquired Guam Cellular and Paging, Inc. (“Guam Cellular”), including its wireless and international licenses, and licenses assigned by Guam Wireless Telephone Company, L.L.C. (“Guam Wireless”).¹¹ Guam Cellular and Guam Wireless provide mobile wireless telephone services in Guam and the Commonwealth of the Northern Mariana Islands. NTT DoCoMo also held a 16% minority interest in AT&T Wireless Services, Inc., which was dissolved in 2004 as part of the Cingular-AT&T Wireless merger.¹² Finally, on July 14, 2008, the Trans-Pacific Express Cable Network (“TPE”) Consortium filed an FCC application to modify the TPE cable landing license to add NTT Communications as a licensee and 13.11% equity holder, and to expand the TPE cable to add a landing station in Shinmaruyama, Japan.¹³

C. The Transaction.

NTT Communications, PCL, and PCL’s shareholders have concluded a Stock Purchase Agreement, dated May 22, 2009, pursuant to which NTT Communications will acquire all of the

⁹ See File No. ITC-214-19980713-00481.

¹⁰ As of March 31, 2009, NTT owned 62.89% of NTT DoCoMo. See <http://www.nttdocomo.co.jp/english/corporate/ir/stock/overview/index.html>.

¹¹ See Applications of Guam Cellular and Paging, Inc. and DoCoMo Guam Holdings, Inc. for Consent to Transfer Control of Licenses and Authorizations and Applications of Guam Cellular and Paging, Inc. and Guam Wireless Telephone Company L.L.C. for Consent to Assignment of Licenses and Authorizations, WT Docket No. 06-96, *Memorandum Opinion and Order and Declaratory Ruling*, FCC 06-167, 21 FCC Rcd 13580 (2006). See also File No. ITC-T/C-20060405-00234.

¹² See Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation, WT Docket No. 04-70, *Memorandum Opinion and Order*, 19 FCC Rcd 21522, 21527, 21534 ¶ 25, n.91 (2004).

¹³ See File No. SCL-MOD-20080714-00012 (granted June 4, 2009).

issued and outstanding shares of PCL (the “Transaction”). At the closing of the Transaction, PCL will become a wholly owned direct subsidiary of NTT Communications. PCL will remain the sole shareholder of PC Landing Corp. and PC Landing Corp. will remain the cable landing licensee of the PC-1 system. Closing is subject to customary consents, and the transaction is expected to close upon receipt of all required consents and clearances from various governmental authorities.

II. PUBLIC INTEREST

The proposed transaction will serve the public interest, resulting in a strong and well-financed competitor for the provision of telecommunications capacity between the United States and Asia. Under NTT Communications’ ownership, the PCL Applicants will realize significant economic, marketing, and technical service efficiencies that will enhance their ability to provide high-quality, low-cost competitive trans-Pacific capacity. PCL will also have better access to capital needed to maintain and grow its business. The transaction will also be transparent to PCL’s customers, and upon closing, the company will continue to provide high-quality private carrier services without interruption. PCL currently provides capacity to well over a dozen U.S. and international carriers and service providers, thus enhancing competition in the international telecommunications services market.

At the same time, the transaction will have no anticompetitive effects. As noted, while NTT Communications is a foreign carrier in Japan, Japan is a WTO member country and post-closing, Applicants agree that PC Landing Corp. will accept and abide by the reporting requirements set out in Section 1.767(l) of the Commission’s Rules, 47 C.F.R. § 1.767(l). In addition, Applicants agree that they will accept and abide by the “no special concessions” rule set out in Section 1.767(g)(5) of the Commission’s rules, 47 C.F.R. § 1.767(g)(5), and that the

PCL Applicants will not directly or indirectly accept from NTT Communications or its affiliates any special concessions.¹⁴

III. COMPLIANCE WITH SECTION 1.767 OF THE COMMISSION'S RULES

In accordance with Section 1.767 of the Commission's rules, 47 C.F.R. § 1.767,

Applicants submit the following information in support of this application:

(1) Name, address and telephone number of the Applicants:

Licensee:

PC Landing Corp.
50 California Street, Suite 1500
San Francisco, CA 94111
(415) 200-0300
FRN: 0007509656

Transferor:

Pacific Crossing Limited
50 California Street, Suite 1500
San Francisco, CA 94111
(415) 200-0300

Transferee:

NTT Communications Corporation
NTT Hibiya Building
1-1-6 Uchisaiwai-cho, Chiyoda-ku
Tokyo 100-8019, Japan
+81-3-3500-8111
FRN: 0014808117

(2) The government, state or territory under the laws of which each Applicant is organized:

Licensee:

PC Landing Corp. is a corporation organized under the laws of the state of Delaware.

Transferor:

Pacific Crossing Limited is a Bermuda company.

¹⁴ Review of Commission Consideration of Applications under the Cable Landing License Act, *Report and Order*, 16 FCC Rcd 22167 (2001) (finding that the imposition of these competitive safeguards should protect against risk, if any, associated with acquisition of a submarine cable by a foreign carrier in the cable's destination country).

Transferee:

NTT Communications is a Japanese stock corporation (*kabushiki kaisha*).

(3) Correspondence concerning this Application should be sent to:

If to the PCL Applicants:

Todd Rahimi, Esq.
General Counsel
Pacific Crossing Limited
50 California Street, Suite 1500
San Francisco, CA 94111
(415) 200-0322 (phone)
(415) 402-0772 (fax)
trahimi@pcl.com (email)

with a copy to:

Martin L. Stern, Esq.
Christine E. Goepf, Esq.
K&L Gates LLP
1601 K Street, N.W.
Washington, DC 20006
(202) 778-9000 (phone)
(202) 778-9100 (fax)
marty.stern@klgates.com (email)

If to transferee:

Masaaki Yokoyama
NTT Communications Corporation
NTT Hibiya Building
1-1-6 Uchisaiwai-cho, Chiyoda-ku
Tokyo 100-8019, Japan
+81-3-6700-4533
+81-3-3539-3079 (fax)
m.yokoyama@ntt.com (email)

with a copy to:

Bruce A. Olcott, Esq.
Joshua T. Guyan, Esq.
Squire, Sanders & Dempsey L.L.P.
1201 Pennsylvania Avenue, N.W., Suite 500
Washington, DC 20004
(202) 626-6615 (phone)
(202) 626-6780 (fax)
bolcott@ssd.com (email)

(4) Description of the Cable: Not applicable

- (5) **Landing Points:** Not applicable
- (6) **Common Carrier and Non-Common Carrier Status:** Not applicable

(7) **List of Owners:**

Ownership of the various segments of PC-1 and its cable landing stations will not change as a result of the Transaction. PC Landing Corp. owns the U.S. cable landing stations, including real property, buildings, and terminal equipment, and the U.S. territory portions of PC-1. PC-1J K.K., a Japan company that is a wholly-owned subsidiary of PCL, owns the land and a portion of the building comprising the cable landing station in Shima, Japan, leases the land and owns the building comprising the cable landing station in Ajigaura, Japan, and owns the remaining Japan territory portions of PC-1. The remaining portions of PC-1 are owned by PCL.

(8) **Certification and Ownership Information Required by Section 63.18(h)-(k) and (o) of the Commission's Rules:**

63.18(h): Upon closing of the Transaction: (1) PCL will continue to hold 100% of the issued and outstanding shares of PC Landing Corp.; (2) 100% of the issued and outstanding shares of PCL will be held by NTT Communications, a Japanese corporation and communications company.

NTT Communications is a direct, wholly-owned subsidiary of NTT, a Japanese corporation and communications holding company. The Japanese Minister of Finance holds 33.71% of the issued shares in NTT.¹⁵ The address of the Japanese Minister of Finance is 3-1-1 Kasumigaseki Chiyoda-ku, Tokyo 100-8940 Japan. No other shareholder holds 10% or more of the equity of NTT.

Mr. Sadao Maki is a member of the Board of Directors of NTT Communications, StarHub Ltd, NTT Singapore Pte. Ltd., NTT America, Inc., and NTT Europe Ltd. Mr. Jun Sawada is a member of the Board of Directors of NTT Communications, NTT America, Inc., NTT Singapore Pte., and NTT Europe Ltd. NTT Communications has no other interlocking directorates with a foreign carrier.

63.18(i): NTT Communications, by the signature below, certifies that it is a foreign carrier in Japan, and that it is affiliated with the foreign carriers listed in Exhibit A, hereto.

¹⁵ As discussed above, the Japanese Government holds a total of 33.75% of the issued shares of NTT, of which 33.71% is held by the Japanese Minister of Finance.

Applicants certify, by the signatures below, that upon closing of the Transaction, PC Landing Corp. will be affiliated with NTT Communications and the foreign carriers listed in Exhibit A.

63.18(j): As a private carrier cable operator, PC Landing Corp. does not provide international telecommunications services. To the extent that Section 63.18(j) of the Commission's rules were construed to apply to non-common carrier services, Applicants certify, by the signatures below, that upon closing of the transaction, the PCL Applicants will provide circuit capacity to Japan via the PC-1 cable, and that PC Landing Corp. will be affiliated with NTT Communications, a foreign carrier operating in Japan.

63.18(k): Japan is a member of the WTO.

63.18(o): Applicants certify, by the respective signatures below, that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(9) Certification of Compliance:

NTT Communications, by its signature below, certifies that it accepts and will abide by the routine conditions specified in paragraph (g) of Section 1.767 of the Commission's Rules.

(10) Other Information -- Streamlining:

Applicants certify, by the respective signatures below, that while NTT Communications is a foreign carrier in Japan, PC-1's destination country, Japan is a WTO member country and Applicants agree that PC Landing Corp. will accept and abide by the reporting requirements set out in Section 1.767(l) of the Commission's Rules.

(11) Segment Ownership Information:

See paragraph 7, supra.

IV. CONCLUSION

WHEREFORE, Applicants respectfully request that the Commission authorize on a streamlined basis the transfer of control of PC Landing Corp., licensee of the PC-1 Cable Landing License, from Pacific Crossing Limited to NTT Communications Corporation.

Respectfully Submitted,

**PC LANDING CORP. and
PACIFIC CROSSING LIMITED**

NTT COMMUNICATIONS CORPORATION

By: /s/ Todd Rahimi

Todd Rahimi
General Counsel
Pacific Crossing Limited
50 California Street, Suite 1500
San Francisco, CA 94111
(415) 200-0322 (phone)
(415) 402-0772 (fax)
trahimi@pc1.com (email)

Of Counsel:

Martin L. Stern
Christine E. Goepf.
K&L Gates LLP
1601 K Street NW
Washington, DC 20006
(202) 778-9000 (phone)
(202) 778-9100 (fax)
marty.stern@klgates.com (email)

By: /s/ Akihiko Higashi

Akihiko Higashi
Executive Manager, Legal and Internal Audit
Department
NTT Communications Corporation
1-1-6 Uchisaiwai-cho, 1 Chome Chiyoda-ku
Tokyo 100-8019, Japan

Of Counsel:

Bruce A. Olcott
Joshua T. Guyan
Squire, Sanders & Dempsey L.L.P.
1201 Pennsylvania Avenue, N.W., Suite 500
Washington, DC 20004
(202) 626-6615 (phone)
(202) 626-6780 (fax)
bolcott@ssd.com (email)

Dated: July 15, 2009

EXHIBIT A

Foreign Carrier Affiliations of NTT Communications Corporation

NTT Communications is a foreign carrier in Japan and has affiliations with the following foreign carriers:

Name of Affiliated Carrier	Country Where Authorized to Provide Service
NTT Com Asia Ltd.	China
HKNet Company Ltd.	China
NTT Taiwan Ltd.	Taiwan
NTT Korea Co., Ltd.	Korea
NTT do Brasil Telecomunicacoes Ltda.	Brazil
NTT Singapore Pte. Ltd.	Singapore
NTT Communications World Network (S) Pte. Ltd.	Singapore
NTT MSC Sdn. Bhd.	Malaysia

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of July, 2009, that a copy of the foregoing Application was served by hand on each of the persons listed on the attached service list.

/s/ Cynthia Lawson _____
Cynthia Lawson

SERVICE LIST

James L. Ball, Chief
Policy Division
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Howard Griboff, Deputy Chief
Policy Division
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

David Krech, Associate Chief
Policy Division
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

U. S. Coordinator, EB/CIP
U. S. Department of State
2201 C Street, NW
Washington, D.C. 20520-5818

Office of Chief Counsel/NTIA
U. S. Department of Commerce
14th Street & Constitution Avenue, NW
Washington, D.C. 20230

Defense Information Systems Agency
Code RGC
701 S. Courthouse Road
Arlington, VA 22204