

28 January 2010

**BY ELECTRONIC MAIL/FILING**

Mr. David Heyman  
Assistant Secretary for Policy  
Department of Homeland Security  
Washington, D.C. 20528  
*ip-fcc@dhs.gov*

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

*Re: Application for Consent to Transfer Control of the PPC 1 Undersea Cable  
System, FCC File No. SCL-T/C-20091230-00041*

Dear Mr. Heyman and Ms. Dortch:

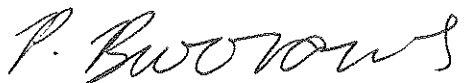
In the above-referenced application, PIPE Networks Limited ("PIPE") and TPG Telecom Limited ("TPG Telecom") have sought consent from the Federal Communications Commission ("FCC") to transfer control of PPC 1 Limited and PPC 1 (US) Inc. ("Licensees," together with PIPE and TPG Telecom, "Applicants") and their jointly-held cable landing license for the PPC 1 undersea cable system from PIPE to TPG Telecom in connection with TPG Telecom's acquisition of all of the outstanding shares of PIPE (the "Proposed Transaction"). In a letter dated November 20, 2009, counsel for the Licensees had previously notified the Department of Homeland Security ("DHS") of the Proposed Transaction, pursuant to Section 4.2 of the agreement by and between the Licensees and DHS executed on September 4, 2008 to address national security, law enforcement, and public safety concerns in connection with the original grant of a cable landing license for the PPC 1 system by the Commission (the "Security Agreement").

Subject to receipt of all necessary U.S. and Australian regulatory approvals by no later than early March 2010, the Applicants expect to consummate the Proposed Transaction at the end of March 2010. Thereafter, PIPE and the Licensees will continue to operate as wholly-owned subsidiaries of TPG Telecom.

Pursuant to Sections 4.9 and 5.2 of the Security Agreement, the Licensees hereby notify DHS of their commitment to continue to abide by the terms of the existing Security Agreement and reaffirm that they will remain parties to the Security Agreement upon consummation of the Proposed Transaction. The Licensees also affirm that they will continue to hold jointly the cable landing license for the PPC 1 undersea cable system unless and until they obtain FCC consent for any future substantial assignment or transfer of control beyond the Proposed Transaction. TPG Telecom understands the commitments made by the Licensees in the Security Agreement and reaffirms that the Licensees will continue to abide by those commitments following the consummation of the Proposed Transaction.

The Applicants understand that the Licensees' compliance with the Security Agreement will remain a condition of the PPC 1 cable landing license. The Applicants therefore request that the FCC condition consent to the transfer of control of the PPC 1 cable landing license upon the Licensees' continued compliance with the Security Agreement.

Respectfully submitted,



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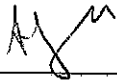
Attachment

cc: Kemba Walden (DHS)  
David Krech (FCC/IB)

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