

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
PIPE Networks Limited,)	
Transferor,)	File No. SCL-T/C-20091230-00041
)	
TPG Telecom Limited,)	
Transferee,)	
)	
PPC 1 Limited and PPC 1 (US) Inc.,)	
Licensees)	
)	
Application for Consent to Transfer Control)	
of a Private Fiber-Optic Cable System)	
Connecting Australia and Guam, The PPC 1)	
System)	

**PETITION TO ADOPT CONDITIONS TO
AUTHORIZATIONS AND LICENSES**

The Department of Homeland Security (“DHS”) with concurrence from the Department of Justice (“DOJ”) and Department of Defense (“DOD”) (collectively, “the Agencies”) submit this Petition to Adopt Conditions to Authorizations and Licenses (“Petition”), pursuant to Section 1.41 of the Federal Communications Commission (“Commission”) rules.¹ Through this Petition, the Agencies advise the Commission that they have no objection to the Commission approving the authority sought in the above-referenced proceeding, provided that the Commission conditions its approval on the commitments set forth in the January 28, 2010 letter, which is attached hereto. PIPE Networks Limited and TPG Telecom Limited (the “Applicants”) understand the commitments made by PPC 1 Limited and PPC 1 (US), Inc. (the “Licensees”) in the National Security Agreement executed between the Licensees and DHS on September 4, 2008 (“NSA”) and reaffirm that the Licensees will continue to abide by those commitments following the consummation of the Proposed Transaction.

¹ 47 C.F.R. § 1.41.

In the above-referenced proceeding, the Applicants petitioned the Commission for authority under the 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 10530² to transfer control of the cable landing license for the PPC 1 undersea cable system ("PPC 1 System").

The Commission has long recognized that law enforcement, national security, and public safety concerns are part of its public interest analysis, and has accorded deference to the views of other U.S. government agencies with expertise in those areas. *See In the Matter of Comsat Corporation d/b/a Comsat Mobile Communications, etc.*, 16 FCC Rcd. 21,661, 21707 ¶ 94 (2001).

After discussions with representatives of the Applicants in connection with the above-referenced proceeding, the Agencies have concluded that the additional commitments set forth in the Agreement will help ensure that the Agencies and other entities with responsibility for enforcing the law, protecting the national security, and preserving public safety can proceed appropriately to satisfy those responsibilities. Accordingly, the Agencies advise the Commission that they have no objection to the Commission granting the application in the above-referenced proceeding, provided that the Commission conditions its consent on continued compliance by the Licensees with the NSA.

The Agencies are authorized to state that the Applicants do not object to the grant of this Petition.

² Exec. Ord. No. 10530 § 5(a) (May 10, 1954), reprinted as amended in 3 U.S.C. § 301.

Respectfully submitted,



Greg Pinto
Director - RCO
U.S. Department of Homeland
Security
3801 Nebraska Avenue, N.W.
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January 28, 2010

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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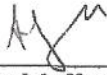
Attachment

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

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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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