

STEPTOE & JOHNSON<sup>LLP</sup>  
ATTORNEYS AT LAW

Christopher C. Tai  
202.429.6448  
ctai@steptoe.com

1330 Connecticut Avenue, NW  
Washington, DC 20036-1795  
Tel 202.429.3000  
Fax 202.429.3902  
steptoe.com

July 21, 2010

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street SW  
Washington, DC 20554

**Re: Notification of *Pro Forma* Transfer of Control of Cable Landing License  
(SCL-LIC-19990301-00005)<sup>1</sup>**

Dear Ms. Dortch:

In accordance with Section 1.767(g)(7) of the Commission's Rules, 47 C.F.R. § 1.767(g)(7), Reliance Globalcom Limited ("RGL")<sup>2</sup> hereby notifies the Commission of a *pro forma* transfer of control arising from the following two transactions that took place on June 22, 2010: (i) Reliance Globalcom B.V. ("RGBV"), RGL's primary direct parent, issued 1,750 new ordinary shares of its stock to Reliance Communications Infrastructure Limited ("RCIL"), a separate wholly-owned subsidiary of Reliance Communications Limited ("RCOM"), and (ii) RCOM converted 339,562 redeemable preferred shares of RGBV stock into 3,396 ordinary shares of RGBV stock, thereby increasing RCOM's holding of RGBV ordinary shares to 14,516 shares.

Prior to the June 22, 2010, transactions, RCOM held 11,120 ordinary shares of RGBV stock, representing 100% of RGBV's then-issued and outstanding ordinary shares. RGBV, in turn, directly

---

<sup>1</sup> In April 2004 the Commission approved an application to modify this license to include the *pro forma* condition in 47 C.F.R. § 1.767(g)(7) as an amendment to paragraph (5) of the license. See IBFS File No. SCL-MOD-20040211-00005.

<sup>2</sup> RGL was formerly known as FLAG Telecom Group Limited, and notified the Commission of its name change by a letter filed April 3, 2008.

held 86.50% of RGL's issued and outstanding ordinary shares, while the remaining 13.50% was directly held by RCOM itself and two other affiliates. *See* Exhibit 1 hereto.

On June 22, 2010, RGBV issued 1,750 ordinary shares of its stock to RCIL, a separate wholly-owned subsidiary of RCOM, thereby inserting RCIL in the ownership chain below RCOM and above RGBV and RGL. Also on June 22, 2010, RCOM converted 339,562 redeemable preferred shares of RGBV stock into 3,396 ordinary shares of RGBV stock, bringing RCOM's total holding of RGBV ordinary shares to 14,516 shares. After the June 22, 2010 transactions, RCOM directly owns 89.24% of RGBV ordinary shares and RCIL directly owns the remaining 10.76%.<sup>3</sup> In contrast, the direct shareholders of RGL remain unchanged: 86.50% continues to be held by RGBV and the remaining 13.50% continues to be held by RCOM (1.17%), Largerwood Investments Limited (9.42%), yet another indirect and wholly-owned subsidiary of RCOM, and a RGL employees benefit trust (2.91%). Therefore, RCOM continues to own, through direct or indirect means and via the Commission's attribution rules,<sup>4</sup> 100% of RGL.

This change in ownership interests at the intermediate level above RGBV does not change the ultimate ownership or control of the international submarine cable landing license held by RGL. RCOM continues to be the ultimate corporate parent of RGL, and RCOM, in turn, continues to be majority-owned and controlled by Mr. Anil Ambani.

As the foregoing transactions (1) resulted in no actual change in control over RGL; (2) merely inserted a separate wholly owned subsidiary of RCOM into the ownership chain as an intermediate minority shareholder in RGBV, the primary direct parent of RGL; and (3) allows RCOM to retain, directly or indirectly and via the Commission's attribution rules, 100% ownership over RGL, they were *pro forma* as defined in Section 63.24 of the Commission's Rules. 47 C.F.R. § 63.24(d) ("Transfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or *pro forma*."); *see also id.*, Note 2 to Paragraph (d) (stating that "[a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof, or vice versa" and "[c]orporate reorganization that involves no substantial change in the beneficial ownership of the corporation" are presumptively *pro forma*). RGL further certifies, as required by Rule 1.767(g)(7), that this *pro forma* transaction taken together with all previous *pro forma* transactions does not result in a change in the licensee's ultimate control. *See* 47 C.F.R. § 1.767(g)(7).

---

<sup>3</sup> *See* Exhibit 1 for a diagram depicting the corporate structure prior to the *pro forma* transactions. *See* Exhibit 2 for a diagram depicting the corporate structure after the *pro forma* transactions.

<sup>4</sup> *See* 47 C.F.R. § 63.18 Note to Paragraph (h).

Ms. Marlene H. Dortch  
July 21, 2010  
Page 3

Please do not hesitate to contact the undersigned if you have any questions regarding this notification.

Respectfully submitted,

\_\_\_\_\_/s/  
Christopher C. Tai  
Stephanie A. Roy

*Counsel for Reliance Globalcom Limited*