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December 8, 2011

**VIA IBFS**

Marlene Dortch  
Secretary  
Federal Communications Commission  
445-12th Street SW  
Washington, D.C. 20554

Re: Notification pursuant to Section 1.767(g)(7) of the Commission's Rules of a *pro forma* transfer of control

Reach Global Networks Limited – File No. SCL-T/C-20061204-00013

Dear Ms. Dortch:

Reach Global Networks Limited (“RGNL”), by its attorneys, hereby notifies the Commission of a *pro forma* transaction pursuant to Section 1.767(g)(7) of the Commission's Rules. RGNL holds a cable landing license for the Japan-U.S. Cable System as granted in the file number captioned above.<sup>1</sup> This notification concerns internal corporate reorganizations recently undertaken by PCCW Limited (“PCCW”). RGNL is a wholly-owned subsidiary of Reach Ltd. (“REACH”). Prior to these reorganizations, PCCW and Telstra Corporation Limited (ABN 33 051 775 556) (“Telstra”) each held a 50 percent indirect ownership interest in REACH.<sup>2</sup>

*Transfer of control of REACH from Pacific Century Cable Holdings Limited (“PCCH”) to HKT Limited (“HKT”).* Prior to November 7, 2011, PCCW held its ownership interests in

<sup>1</sup> See File No. SCL-T/C-20011220-00026 (granted 1/25/2003) (non-streamlined application to transfer ownership interest in Japan-U.S. Cable Network from Level 3 Communications, Inc. to Reach Global Networks Limited).

<sup>2</sup> Telstra is not involved in, and its interests in REACH are not affected by, PCCW's corporate reorganizations. As such, no information regarding the Telstra interests in or ownership of REACH is provided in this notification.

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REACH through a holding company, PCCH. On November 7, 2011, PCCH transferred its ownership interests in REACH to a new holding company, HKT.<sup>3</sup> HKT is a company that was formed under the laws of the Cayman Islands and that is ultimately controlled by PCCW. As such, the transfer of control of REACH from PCCH to HKT was a *pro forma* transaction under the Commission's Rules.

*Transfer of control of REACH due to the transfer of control of HKT.* On November 24, 2011, the ordinary share capital of HKT was transferred to HKT Management Limited in its capacity as the trustee and manager for the HKT Trust, an investment holding company organized under the laws of the Cayman Islands. HKT Management Limited, a Hong Kong limited liability company, is in turn a direct wholly-owned subsidiary of CAS Holding No. 1 Limited ("CAS Holding"), a British Virgin Islands limited liability company which in turn is a wholly-owned subsidiary of PCCW. This reorganization did not change the beneficial ownership, ultimate control or management of REACH. Accordingly, this transfer of control was also *pro forma*.

Subsequent to this reorganization, on November 29, 2011, PCCW undertook a public offering of certain share-stapled units of the HKT Trust. As a result of the offering, CAS Holding directly (and PCCW indirectly) holds an approximate 68 percent controlling ownership interest in the HKT Trust. As a result of additional distributions to be made to the existing PCCW shareholders and assuming the over-allotment option granted to the international underwriters of the public offering is exercised in full, the ownership interests of CAS Holding in the HKT Trust may be reduced to a controlling 59.9 percent. The remaining ownership interests of the HKT Trust are publicly held. No other person or entity holds a 10 percent or greater ownership interest in the HKT Trust.

Information regarding RGNL and its ownership following this transaction is provided below.

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<sup>3</sup> As appropriate, RGNL requests a waiver of the requirement that the holder of a cable landing license notify the FCC of a *pro forma* transaction within 30 days after the transaction is consummated. RGNL's failure to file this notification within the specified timeframe was due to the complexity of the transactions and the need to coordinate this filing with the related filings of PCCW. RGNL apologizes for any inconvenience resulting from its failure to file this notification in a timely manner.

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- (a) The address and telephone number of RGNL:

Reach Global Networks Limited  
20<sup>th</sup> Floor, Telecom House  
3 Gloucester Road  
Wan Chai, Hong Kong  
Telephone: 852-2983-3688

- (b) RGNL is a corporation that was organized under the laws of Bermuda.

- (c) Correspondence concerning this notice should be sent to:

Martin Stone  
REACH Ltd  
20<sup>th</sup> Floor, Telecom House  
3 Gloucester Road  
Wan Chai, Hong Kong  
Telephone: 852-2983-3688  
Fax: 852-2824-0518  
[Martin.stone@reach.com](mailto:Martin.stone@reach.com)

with copy to:

Robert J. Aamoth  
Joan M. Griffin  
KELLEY DRYE & WARREN LLP  
3050 K Street, N.W.  
Washington, D.C. 20007  
(202) 342-8400  
[raamoth@kelleydrye.com](mailto:raamoth@kelleydrye.com)  
[jgriffin@kelleydrye.com](mailto:jgriffin@kelleydrye.com)

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- (d) RGNL is a wholly-owned subsidiary of Reach Ltd. (“REACH”), an exempted company with limited liability that was organized under the laws of Bermuda and has the same address as RGNL. REACH is a provider of international telecommunications services in Asia and other jurisdictions. REACH is 50-percent owned by HKT Limited,<sup>4</sup> a Cayman Islands limited liability company that is an investment holding company. HKT Limited’s address is as follows:

HKT Limited  
P.O. Box 309  
Ugland House, Grand Cayman  
KY1-1104, Cayman Islands

The following entities hold a 10 percent or greater ownership interest in HKT Limited. An ownership chart depicting the ownership structure of RGNL after the restructuring also is attached as Exhibit A.

Name: The HKT Trust  
Address: P.O. Box 309  
Ugland House, Grand Cayman  
KY1-1104, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Investment holding  
Percentage Held: HKT Trust holds directly 100 percent of the ownership interests of HKT Limited.

Name: HKT Management Limited  
Address: 39th Floor, PCCW Tower  
TaiKoo Place  
979 King’s Road  
Quarry Bay, Hong Kong  
Citizenship: Hong Kong  
Principal Business: Trustee-manager

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<sup>4</sup> Telstra Holdings (Bermuda) No. 1 Limited (“Telstra Bermuda”), a wholly-owned indirect subsidiary of Telstra Corporation Limited (ABN 33 051 775 556) (“Telstra”), also holds 50 percent negative ownership control of REACH. Telstra and Telstra Bermuda are not involved in, and their interests in REACH are not affected by, the proposed transaction. As such, no information regarding the Telstra interests in or ownership of REACH is provided in this notification.

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Percentage Held: HKT Management Limited serves as trustee-manager of the HKT Trust.

Name: CAS Holding No. 1 Limited  
Address: P.O. Box 957  
Offshore Incorporations Centre, Road Town  
Tortola, British Virgin Islands  
Citizenship: British Virgin Islands  
Principal Business: Investment holding  
Percentage Held: CAS Holding No. 1 Limited holds directly 68 percent of the ownership interests of the HKT Trust<sup>5</sup> and 100 percent of the ownership interests of HKT Management Limited.

Name: PCCW Limited  
Address: 38th Floor, Citibank Tower  
Citibank Plaza  
3 Garden Road  
Central, Hong Kong  
Citizenship: Hong Kong  
Principal Business: Telecommunications  
Percentage Held: PCCW Limited holds directly 100 percent of the ownership interests of CAS Holding No. 1 Limited.

Name: China Netcom Corporation (BVI) Limited  
Address: P.O. Box 3140  
Wickhams Cay 1, Road Town  
Tortola, British Virgin Islands  
Citizenship: British Virgin Islands  
Principal Business: Investment holding  
Percentage Held: China Netcom Corporation (BVI) Limited holds directly approximately 18.48 percent of the ownership interests of PCCW Limited.

Name: China Netcom Group Corporation (BVI) Limited  
Address: Romasco Place  
Wickhams Cay 1, Road Town

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<sup>5</sup> As a result of additional distributions to be made to existing PCCW shareholders and assuming the over-allotment option granted to the international underwriters of the public offering is exercised in full, the ownership interests of CAS Holding in the HKT Trust could decrease to a controlling 59.9 percent.

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Citizenship: Tortola, British Virgin Islands  
British Virgin Islands  
Principal Business: Investment holding  
Percentage Held: China Netcom Group Corporation (BVI) Limited directly holds 100 percent of the ownership interests of China Netcom Corporation (BVI) Limited.

Name: China United Network Communications Group Company, Limited  
Address: 21 Jin Rong Street, Xicheng District  
Beijing 100033, The People's Republic of China  
Citizenship: The People's Republic of China  
Principal Business: Telecommunications  
Percentage Held: China United Network Communications Group Company, Limited directly holds 100 percent of the ownership interests of China Netcom Group Corporation (BVI) Limited.

Name: Pacific Century Regional Developments Limited  
Address: 6 Battery Road  
#38-02 Singapore 049909  
Citizenship: Singapore  
Principal Business: Investment holding  
Percentage Held: Pacific Century Regional Developments Limited beneficially holds an approximate 21.29 percent interest in PCCW Limited.

Name: Pacific Century Group (Cayman Islands) Limited  
Address: Scotia Centre, 4th Floor  
P.O. Box 2804, George Town  
Grand Cayman, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Investment holding  
Percentage Held: Pacific Century Group (Cayman Islands) Limited beneficially holds an approximate 75.26 percent interest in Pacific Century Regional Developments Limited (37.76 percent of which is held via Anglang Investments Limited, a wholly-owned subsidiary of Pacific Century Group (Cayman Islands) Limited).

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Name: Pacific Century International Limited  
Address: BCI House, Avarua  
Rarotonga, Cook Islands  
Citizenship: Cook Islands  
Principal Business: Investment holding  
Percentage Held: Pacific Century International Limited beneficially holds a 100 percent interest in Pacific Century Group (Cayman Islands) Limited.

Name: Pacific Century Group Holdings Limited  
Address: Romasco Place, Wickhams Cay 1  
P.O. Box 3140, Road Town  
Tortola, British Virgin Islands  
Citizenship: British Virgin Islands  
Principal Business: Investment holding  
Percentage Held: Pacific Century Group Holdings Limited beneficially holds (i) a 100 percent interest in Pacific Century International Limited; (ii) a 2.13 percent interest in PCCW Limited; and (iii) a 100 percent interest in Borsington Limited, which beneficially holds an approximate 0.49 percent interest in Pacific Century Regional Developments Limited.

Name: Ocean Star Management Limited  
Address: Richmond House, 12 Par-la-Ville Road  
Hamilton, HM08, Bermuda  
Citizenship: Bermuda  
Principal Business: Investment holding as trustee of unit trusts  
Percentage Held: Ocean Star Management Limited holds directly 100 percent of the issued shares of Pacific Century Group Holdings Limited as trustee for The Ocean Unit Trust and The Starlite Unit Trust.

Name: OS Holdings Limited  
Address: Clarendon House, 2 Church Street  
Hamilton, HM11, Bermuda  
Citizenship: Bermuda  
Principal Business: Holding company  
Percentage Held: OS Holdings Limited holds directly 100 percent of the issued shares of Ocean Star Management Limited.

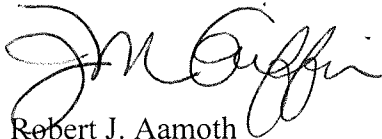
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No other entity or individual holds a 10 percent or greater ownership or voting interest in REACH or thus in RGNL as calculated under the Commission's ownership attribution rules.

A certification that the transaction described above was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party is provided in Attachment A.

Please contact the undersigned counsel if you have any questions regarding this matter.

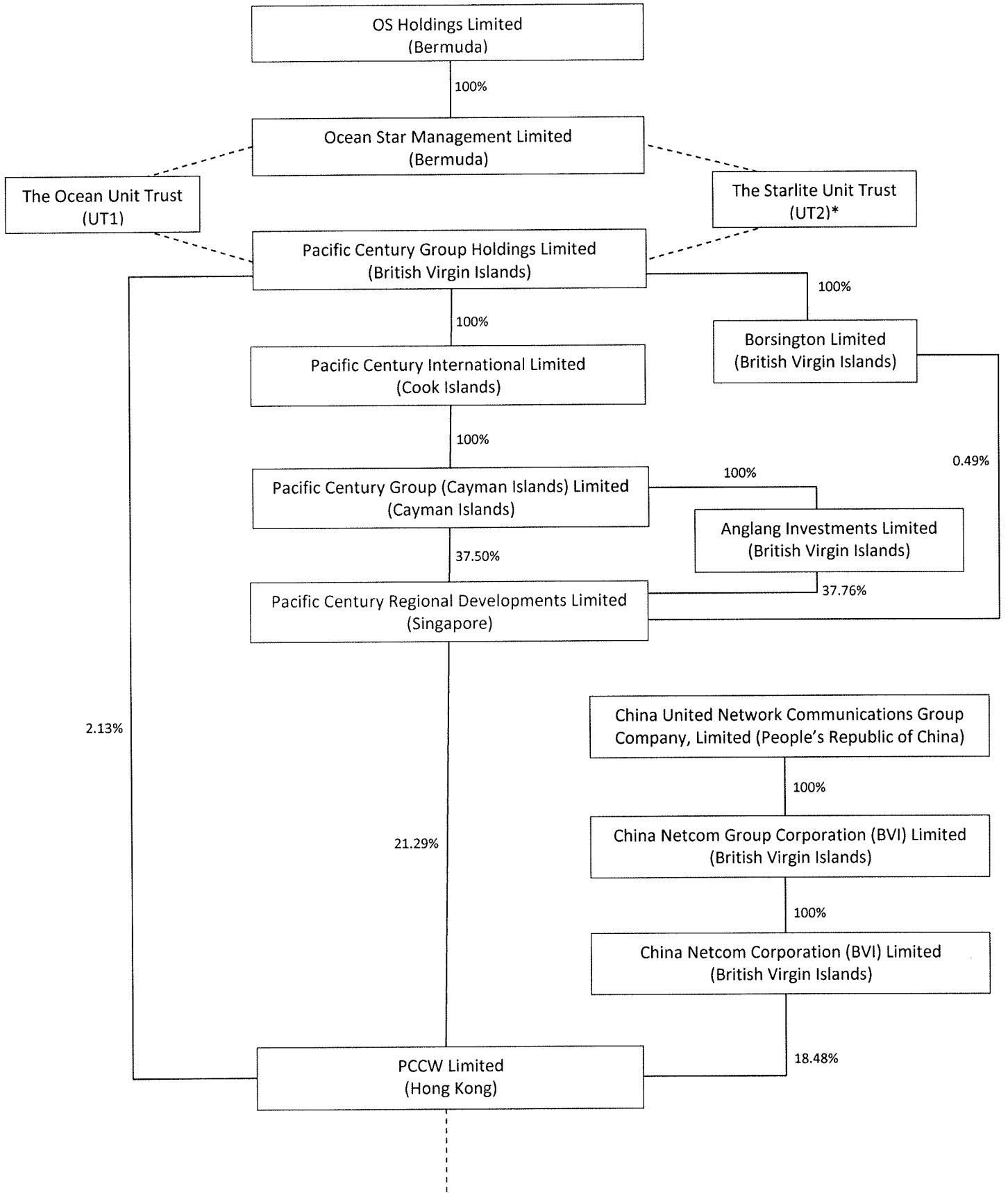
Sincerely,

A handwritten signature in black ink, appearing to read "R. J. Aamoth" and "Joan M. Griffin", written in a cursive style.

Robert J. Aamoth  
Joan M. Griffin  
Its Attorneys



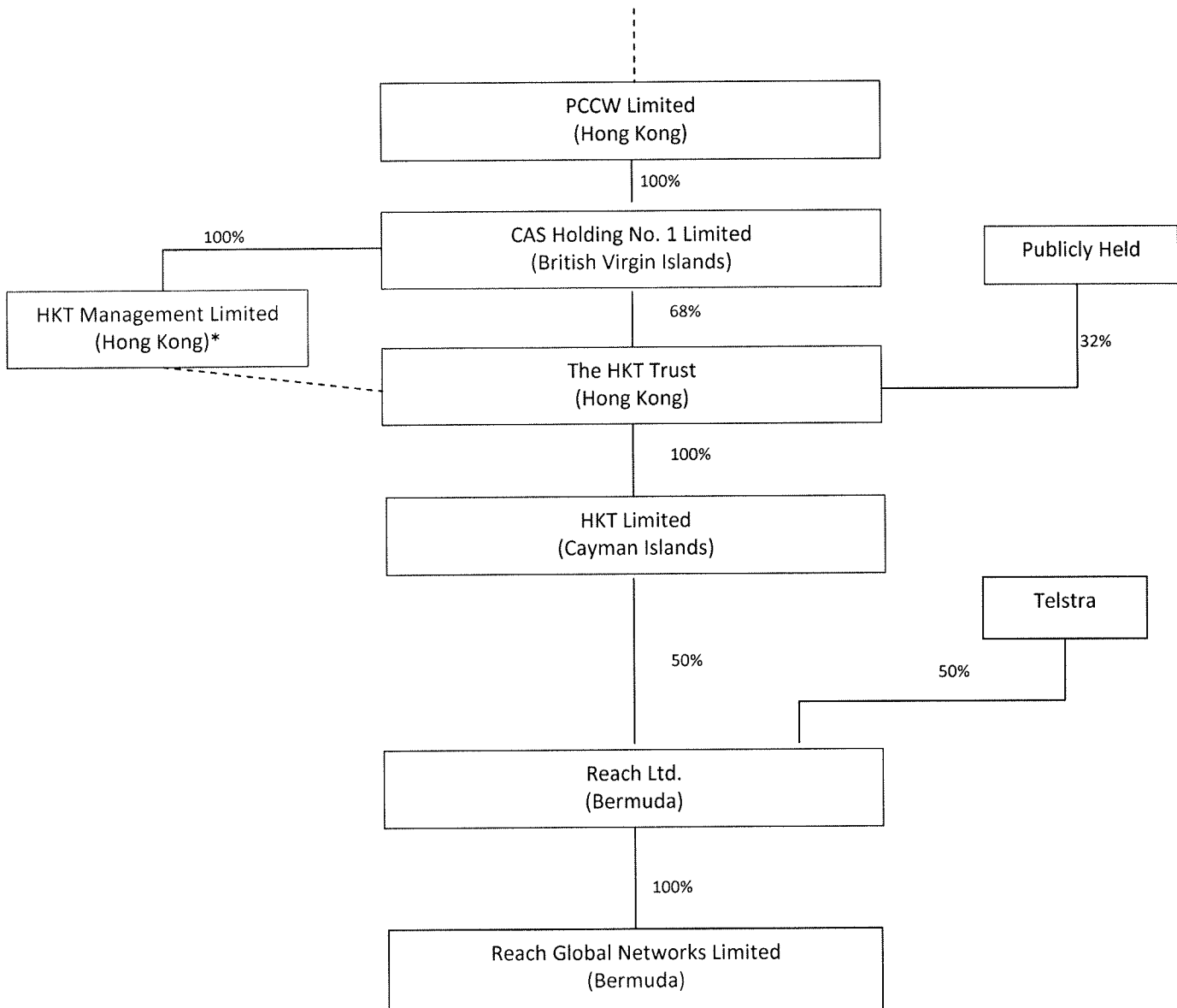
**After PCCW Internal Reorganization, Omitting Telstra Details  
(as of December 7, 2011)**



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\*Ocean Star Management Limited holds shares in Pacific Century Group Holdings Limited as trustee for UT1 and UT2.

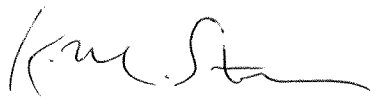
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\*HKT Management Limited is trustee and manager of the HKT Trust.

**ATTACHMENT A**

The undersigned hereby certifies, on behalf of Reach Global Networks Limited and with respect to the foregoing notification of a *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that this transaction, together with all previous *pro forma* transactions, does not result in a change in ultimate control.

By:   
\_\_\_\_\_

**Martin Kenneth Stone**  
**General Counsel**

Date: December 7, 2011