

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

ANTILLES CROSSING – ST. CROIX, INC.

Application for Authority Pursuant to Cable
Landing License Act for Transfer of Control

File No. _____

**Transfer of Control Application
Streamlined Processing Requested**

Pursuant to An Act Relating to the Landing and Operation of Submarine Cables in the United States¹ and Section 1.767 of the Federal Communications Commission’s (“FCC”) rules,² Global Caribbean Fiber SAS (“GCF”) and Fibre Investments Holdings Limited IBC (“FIHL” and, together with GCF, “Applicants”) hereby request that the FCC consent to the transfer of control of Antilles Crossing – St. Croix, Inc. (“ACSC”), the holder of a submarine cable landing license to operate the Antilles Crossing private fiber-optic cable system (File No. SCL-LIC-20031125-00032),³ to FIHL. The License is operated on a non-common carrier basis, and the submarine cable provides connections between the U.S. Virgin Islands, St. Lucia, and Barbados.

¹ 47 U.S.C. §§ 34-39 (the “Cable Landing License Act”).

² 47 C.F.R. § 1.767.

³ Hereinafter, the license associated with the ACSC cable system will be referred to as “the License.”

I. BACKGROUND AND DESCRIPTION OF PROPOSED TRANSACTION

The application is being submitted pursuant to the terms of a Share and Asset Purchase Agreement (the “Agreement”) between, on the one hand, GCF, the current owner of ACSC, and certain affiliates of GCF, and, on the other hand, FIHL, a newly-formed company organized under the laws of St. Lucia, and Digicel Investments France SAS (“DIF”), a newly-formed company organized under the laws of France and an affiliate of FIHL. Pursuant to the terms of the Agreement, GCF has agreed to sell to FIHL, and FIHL has agreed to purchase, all of GCF’s shares in ACSC, which owns the subsea portion of the Antilles Crossing system in U.S. territorial waters and the St. Croix cable landing station, and in AC (Barbados) IBC (“AC Barbados”), a Barbados international business company, and its direct subsidiary Antilles Crossing (St. Lucia) Limited (“AC St. Lucia”), a St. Lucia limited company that owns the subsea portion of the Antilles Crossing private fiber-optic cable system in St. Lucia’s territorial waters and the St. Lucia cable landing station and holds a license to provide telecommunications service in St. Lucia. Pursuant to the terms of the Agreement, GCF has agreed to sell to DIF, and DIF has agreed to purchase, control of other GCF operating companies that do not hold FCC licenses or authorizations, including (1) a 99.99% interest in AC Barbados LP (“ACBLP”),⁴ a Delaware limited partnership that owns the subsea portion of the Antilles Crossing private fiber-optic cable system in Barbados territorial waters and the Barbados cable landing station, (2) a 74.9% interest in Antilles Crossing LP (“ACLP”),⁵ a Delaware limited partnership that holds a license to provide telecommunications service in Barbados, and (3) a 99.99% interest in Antilles

⁴ The remaining 0.01% of ACBLP will continue to be held by GCC.

⁵ ACLP will continue to be held by LPH Telecom Limited (25%) and Global Caribbean Crossing SARL (“GCC”) (0.1%). DIF will own 100% of GCC.

Crossing International, LP (“ACI”),⁶ a Delaware limited partnership that owns the subsea portions of the Antilles Crossing system in international waters. Through ACI, DIF will also acquire an indefeasible right of use (“IRU”) for a fiber pair on the network of Global Caribbean Network (“GCN”), another GCF subsidiary holding a submarine cable landing license issued by the FCC. As a result of this transaction, control of ACSC will transfer from GCF, ACSC’s current sole shareholder, to FIHL. Ownership and control of GCN will not be transferred by the proposed transaction.⁷

II. PUBLIC INTEREST STATEMENT

Approval of the proposed transaction is in the public interest because it will assist FIHL’s affiliates (collectively, “Digicel”) in becoming more effective competitors in the provision of enhanced international voice capacity and improved broadband service delivery to the customers they serve across various markets. Digicel’s operations are heavily reliant on off-island fiber capacity to enable international call and termination services and broadband internet connectivity. Through FIHL’s acquisition of ACSC, Digicel will gain increased off-island capacity, which will enable it to better serve each of its markets and international communication service providers.

III. INFORMATION REQUIRED BY SECTION 1.767 OF THE FCC’S RULES

In support of this Application and in accordance with Section 1.767(a)(11) of the FCC’s rules, the Applicants provide the following information:

⁶ The remaining 0.01% of ACI will continue to be held by GCC.

⁷ Upon closing, DIF will hold a call option which, upon exercise, will allow it to purchase 100% of GCF and thus to acquire indirect control of GCN.

(1) Name, Address, and Telephone Number of Each Applicant

a) Transferor

Global Caribbean Fiber SAS
Attn: Denis Lesueur
Tour Secid, 6th Floor
Place de la Renovation
Point-a-Pitre, F-97110
Guadeloupe, French West Indies
Phone: 590-590-90-11-85
Email: denis.lesueur@loret.net

b) Transferee

Fibre Investments Holdings Limited IBC
Attn: Andy Thorburn
First Floor, Financial Centre
Bridge Street
Castries, St. Lucia
Phone: 876-619-5000
Email: andy.thorburn@digicelgroup.com

c) Licensee

Antilles Crossing – St. Croix, Inc.
Attn: Attn: Denis Lesueur
Tour Secid, 6th Floor
Place de la Renovation
Point-a-Pitre, F-97110
Guadeloupe, French West Indies
Phone: 590-590-90-11-85
Email: denis.lesueur@loret.net

(2) Government, State, or Territory Under the Laws of Which Each Applicant Is Organized

GCF, a *société par actions simplifiée* organized under the laws of France, is at present jointly owned by (a) Auto-Guadeloupe Investissement, S.A. d/b/a Loret Group (“AGI”), a private limited company organized under the laws of France, and Outre-Mer Numérique Holding SAS, a *société par actions simplifiée* organized under the laws of France and a wholly owned AGI subsidiary (60% in the aggregate), and (b) Caribbean Fiber

Holdings, LP, a wholly owned subsidiary of Leucadia National Corporation (40%).⁸ FIHL, an international business company organized under the laws of St. Lucia, is a wholly-owned indirect subsidiary of Digicel Investments Limited, a limited company organized under the laws of St. Lucia. ACSC is a corporation organized under the laws of the U.S. Virgin Islands.

(3) Contact Information

Copies of all pleadings, correspondence, notices, and other communications should also be sent to Applicants' counsel as follows:

For GCF:

Attn: Denis Lesueur
Tour Secid, 6th Floor
Place de la Renovation
Point-a-Pitre, F-97110
Guadeloupe, French West Indies
Phone: 590-590-90-11-85
Email: denis.lesueur@loret.net

With copies to:

Eric Fishman
Fishman Advisors PLLC
400 Central Park West #3R
New York, NY 10025
Phone: 240-475-0620
Email: eric@fishmanadvisors.com

For FIHL:

Richard Fraser
Chief Operating Officer
Digicel (Jamaica) Limited
14 Ocean Boulevard
Kingston, Jamaica, W.I.

⁸ Pursuant to a concurrently signed Stock Purchase Agreement, Leucadia National Corporation has agreed to sell to GCF, and GCF has agreed to purchase, Leucadia's 40% share in GCF at the closing of the transaction.

Phone: 876-878-0409
Email: richard.fraser@digicelgroup.com

With copies to:

Michael G. Jones
Mia Guizzetti Hayes
Willkie Farr & Gallagher LLP
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202-303-1197
Fax: 202-303-2141
202-303-2197
Email: mjones@willkie.com
mhayes@willkie.com

(4)–(7) are inapplicable to this transfer of control application.

(8) Certification and Ownership Information Required by Section 1.767(8), including Sections 63.18(h)–(k) and (o) of the FCC’s Rules

Information requested by Section 63.18(h):

Following the proposed transaction, ACSC will be directly and wholly owned by FIHL. Information regarding FIHL’s 10% or greater direct or indirect shareholders is as follows:

<u>Name/Address</u>	<u>%Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Direct Owner of Fibre Investments Holdings Limited IBC:			
Fibre Investments Ltd (St. Lucia) IBC First Floor, Financial Centre Bridge Street Castries, St. Lucia	100%	St. Lucia	Telecommunications
Direct Owner of Fibre Investments Ltd (St. Lucia) IBC:			
Digicel International Finance Limited Pointe Seraphine Castries, St. Lucia	100%	St. Lucia	Telecommunications

<u>Name/Address</u>	<u>%Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Direct Owner of Digicel International Finance Limited:			
Digicel Holdings (Bermuda) Ltd 7 Church Street Hamilton, Bermuda	100%	Bermuda	Telecommunications
Direct Owner of Digicel Holdings (Bermuda) Ltd:			
Digicel Limited Church Street Hamilton, Bermuda	100%	Bermuda	Telecommunications
Direct Owner of Digicel Limited:			
Digicel Group Limited 7 Church Street Hamilton, Bermuda	100%	Bermuda	Telecommunications
Direct Owner of Digicel Group Limited:			
Digicel Investments Limited 7 Church Street Hamilton, Bermuda	99.9%	Bermuda	Telecommunications
Direct Owner of Digicel Investments Limited:			
Mr. Denis O'Brien Flat 6, Suite F, 60 Tigne Street Sliema, SLM 3172 Malta	100%	Ireland	Telecommunications

Interlocking Directorates With Foreign Carriers: Seamus Lynch is a Director of Digicel USA, Inc., which holds an International Section 214 authorization (File No. ITC-214-20031031-00520). (Digicel USA, Inc. is an affiliate of FIHL, but does not own a direct or indirect interest in FIHL.) Mr. Lynch also holds the position of Director in Digicel (Jamaica) Limited, Digicel (Samoa) Limited, Digicel (Tonga) Limited, Digicel (Nauru) Corporation, and Digicel (Fiji) Limited, each of which is an affiliate of Digicel

USA, and which provide telecommunications services in Jamaica, Samoa, Tonga, Nauru and Fiji, respectively, under the trade name “Digicel.”

Richard Fraser is a Director of Digicel USA, Inc. and also holds the position of Company Secretary in Digicel (Jamaica) Limited, which provides telecommunications services in Jamaica under the trade name “Digicel.”

Information requested by Section 1.767(8) and Section 63.18(i): FIHL certifies that it is not a foreign carrier within the meaning of Section 63.09(d) of the FCC’s rules.

FIHL is affiliated with the following foreign carriers:

Foreign Carrier Affiliate	Country
Digicel (Jamaica) Limited	Jamaica
Digicel (Trinidad & Tobago) Limited	Trinidad and Tobago
Digicel Unigestion Holding S. A. (t/a Digicel Haiti)	Republic of Haiti
Antigua Wireless Ventures Limited	Antigua
Antillano Por N.V.	Bonaire, Netherlands Antilles
Curacao Telecom NV	Curacao
Digicel Antilles Francaises Guyane	Martinique
Digicel (Barbados) Limited	Barbados
Digicel (Cayman) Limited	Cayman
Digicel (Grenada) Limited	Grenada
Digicel (Nauru) Corporation	Nauru
Digicel Panama S.A.	Panama
Digicel (St. Lucia) Limited	St. Lucia
Digicel (St. Vincent) Limited	St. Vincent
Digicel (Suriname) Limited	Suriname
Digicel (Turks & Caicos) Limited	Turks and Caicos Islands
Digicel, Sociedad Anonima De Capital Variable (Digicel S.A. De C.V.)	El Salvador
New Millenium Telecom Services NV (t/a Digicel Aruba)	Aruba
Telecommunications Bermuda & West Indies Limited (t/a Digicel Bermuda)	Bermuda

Foreign Carrier Affiliate	Country
U-Mobile (Cellular) Inc. (t/a Digicel Guyana)	Guyana
Wireless Ventures (Anguilla) Limited * (t/a Digicel Anguilla)	Anguilla
Wireless Ventures (Dominica) Limited * (t/a Digicel Dominica)	Dominica
Wireless Ventures (St. Kitts & Nevis) Limited - (Digicel St. Kitts & Nevis)	St. Kitts & Nevis
Digicel FIJI Limited	Fiji
Digicel Papua New Guinea (PNG) Limited	Papua New Guinea
Digicel Vanautu Ltd	Vanuatu
Digicel Tonga Ltd	Tonga
Digicel Samoa LTD	Samoa
Digicel (BVI) Limited	British Virgin Islands
Oceanic Digital Jamaica Limited	Jamaica

As noted above, following the proposed transaction through which FIHL will acquire control of ACSC, FIHL will also acquire control of AC Barbados, a Barbados international business company, and its direct subsidiary AC St. Lucia, a St. Lucia limited company that owns the subsea portion of the Antilles Crossing system in St. Lucia's territorial waters and the St. Lucia cable landing station. An affiliate of FIHL, DIF, will acquire control of the following foreign carriers:

- ACLP, a Delaware limited partnership that holds a license to provide telecommunications service in Barbados;
- Middle Caribbean Network SAS, a *société par actions simplifiée* organized under the laws of France that operates a fiber optic submarine cable network with landing stations in Guadeloupe, Dominica, and Martinique; and
- Southern Caribbean Fiber SAS ("SCF"), a *société par actions simplifiée* organized under the laws of France that operates a fiber optic cable network with landing

stations in Martinique, St. Kitts, St. Lucia, St. Vincent and the Grenadines, Grenada, Trinidad, Barbados, and Antigua.

Information requested by Sections 63.18(j) and (k): FIHL seeks to provide international telecommunications services to two countries, St. Lucia and Barbados, where its ultimate controlling parent, Digicel Investments Limited, controls foreign carriers. Specifically, FIHL is affiliated with Digicel (St. Lucia) Limited and Digicel (Barbados) Limited, which provide mobile voice, data, and broadband services in St. Lucia and Barbados, respectively.⁹ Following the proposed transaction, FIHL will be affiliated with the following foreign carriers in countries where the Antilles Crossing submarine cable lands:

- AC St. Lucia, which owns the subsea portion of the Antilles Crossing system in St. Lucia's territorial waters and the St. Lucia cable landing station and holds a license to provide telecommunications service in St. Lucia;
- ACLP, which holds a license to provide telecommunications service in Barbados; and
- SCF, which operates a fiber optic cable network with landing stations in St. Lucia and Barbados.

Both St. Lucia and Barbados are members of the World Trade Organization. In both St. Lucia and Barbados, Digicel (St. Lucia) Limited, Digicel (Barbados) Limited, AC St. Lucia, ACLP, and SCF hold less than fifty percent market share in the international transport and local access markets. Moreover, Digicel (St. Lucia) Limited, Digicel (Barbados)

⁹ ACSC has notified the FCC of proposed affiliations with Digicel (St. Lucia) Limited and Digicel (Barbados) Limited in a Section 1.768 foreign carrier affiliation notice filed concurrently with this application. ACSC previously notified the FCC of affiliations with Antilles Crossing LP in Barbados and Antilles Crossing (Saint Lucia) Limited in St. Lucia (File No. FCN-NEW-20051116-00038) and Southern Caribbean Fiber SAS in Barbados and St. Lucia (File No. FCN-NEW-20070621-00043).

Limited, AC St. Lucia, ACLP, and SCF do not appear on the FCC's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets. Therefore, FIHL qualifies for a presumption of non-dominance pursuant to Sections 63.12(c) and 63.10(a)(3) of the FCC's rules.

Information requested by Section 63.18(o): FIHL certifies, pursuant to Sections 1.2001 through 1.2003 of the FCC's rules, that neither it, nor any of its affiliates, nor any officer or director of it or its affiliates is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 853a.

(9) Certification of Compliance with Routine Conditions

FIHL certifies that it accepts and will abide by the routine conditions set forth in Section 1.767(g) of the FCC's rules, 47 C.F.R. § 1.767(g).

IV. ELIGIBILITY FOR STREAMLINED PROCESSING

Pursuant to Section 1.767(i) of the FCC's rules, Applicants request streamlined processing of the instant Application. The Application is eligible for streamlined processing pursuant to Section 1.767(k)(1) of the FCC's rules because, as described in Section III of this application, FIHL qualifies for a presumption of non-dominance pursuant to Sections 63.12(c) and 63.10(a)(3) of the FCC's rules. FIHL's current and future affiliates in St. Lucia and Barbados, the foreign countries where the submarine cable lands, hold less than fifty percent market share in the international transport and local access markets.

V. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the FCC grant this application and request for streamlined treatment.

Respectfully submitted,
Global Caribbean Fiber SAS

By: /s/ Denis Lesueur
Denis Lesueur
President

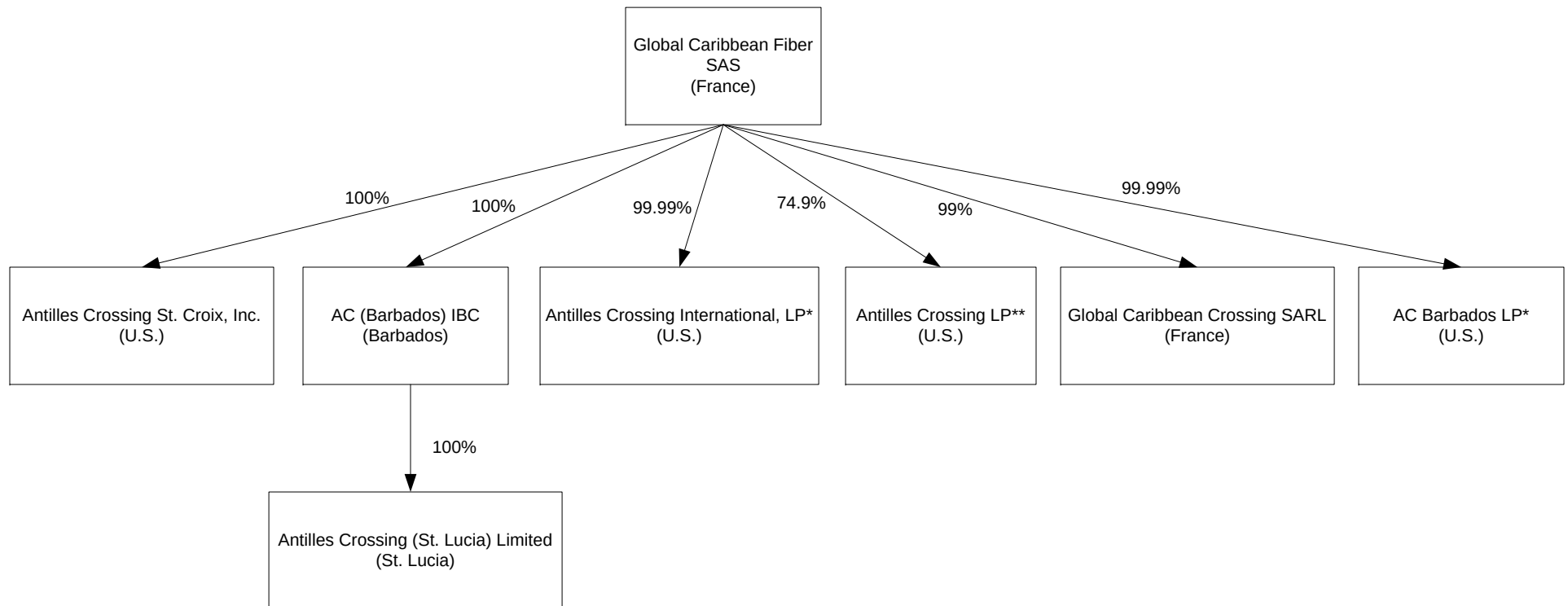
and

Fibre Investments Holdings Limited IBC

By: /s/ Tom Reynolds
Tom Reynolds
Group General Counsel

December 19, 2013

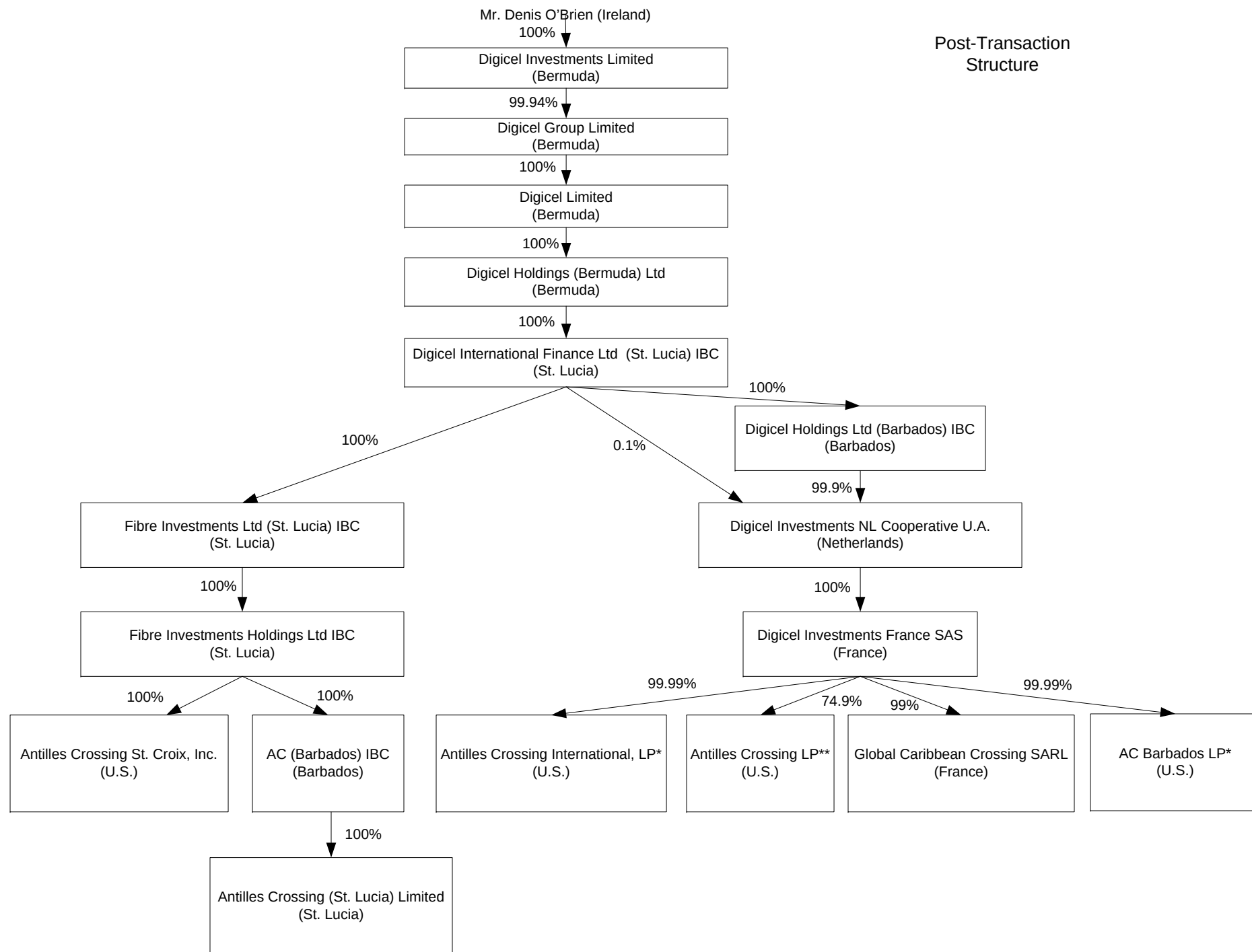
Pre-Transaction
Structure



*Global Caribbean Crossing SARL holds the remaining 0.01% interest.

**Global Caribbean Crossing SARL holds a 0.1% interest.

Post-Transaction Structure



*Global Caribbean Crossing SARL holds the remaining 0.01% interest.

**Global Caribbean Crossing SARL holds a 0.1% interest.

Certificate of Service

I, Mia Guizzetti Hayes, do hereby certify that I have on this 19th day of December, 2013, caused a copy of the foregoing "Application for Authority Pursuant to Cable Landing License Act for Transfer of Control" to be served by first class mail or electronic mail (*designates electronic mail service only) upon the following:

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/s/ Mia Guizzetti Hayes
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