

TAI LAW GROUP PLLC

Christopher C. Tai
chris@tailawgroup.com

1330 Connecticut Avenue, NW
Washington, D.C. 20036
Tel. 202.480.9810

August 16, 2014

VIA ELECTRONIC FILING

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Suite TW-A325
Washington, DC 20554

Re: Reliance Globalcom Limited – Notification of Pro Forma Transfer of Control of
Submarine Cable Landing License – SCL-LIC-19990301-00005¹

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") hereby notifies the Commission of a *pro forma* transfer of control that occurred on July 17, 2014 in connection with a reorganization of the Reliance Communications Limited ("RCOM") corporate structure in which RGL is an indirect RCOM subsidiary. The reorganization was accomplished through shares exchanges amongst RCOM's wholly-owned subsidiaries; specifically, RGL; Reliance Globalcom B.V. ("RGBV"); FLAG Telecom Group Services Limited ("FLAG"); Global Cloud Xchange Limited ("Global Cloud Xchange"), a newly-formed Bermuda company; and GCX Limited ("GCX"), also a newly-formed Bermuda company and a wholly-owned subsidiary of Global Cloud Xchange.² These transactions served to insert Global Cloud Xchange and GCX into the ownership chain between RGBV, on the one hand, and each of FLAG and RGL, on the other hand.

¹ In April 2004 the Commission approved an application to modify this license to include the *pro forma* condition in 47 C.F.R. Section 1.767(g)(7) as an amendment to paragraph 5 of the license. See IBFS File No. SCL-MOD-20040211-00006.

² See Exhibits 1 and 2, respectively, for a depiction of the RCOM corporate structure prior to and immediately subsequent to these transactions.

This change in RGL's ownership does not change the ultimate ownership and control of the cable landing license held by RGL but, as just stated, merely inserts GCX and Global Cloud Xchange into the ownership chain between transferor RGBV and RGL. RGL shall continue to be owned and controlled by RGBV through RGBV's 100% ownership of Global Cloud Xchange. In turn, RGBV shall continue to be owned and controlled by RCOM and, ultimately, Mr. Anil Ambani. Accordingly, the change in ownership is presumptively *pro forma* under the Commission's Rules (*see* 47 C.F.R. §63.24(d)).

The transactions described above are illustrated on Exhibits 1 and 2 hereto. Exhibit 1 depicts the RCOM corporate structure as of June 21, 2010 (the date of RGL's last Commission notification); Exhibit 2 depicts the RCOM corporate structure as of July 17, 2014, after consummation of the transactions described above. Also depicted on Exhibit 2 are the following miscellaneous minor adjustments in share ownership among other entities holding minority interests in RCOM and RGL itself that have taken place since RGL's last Commission notification due to a qualified institutional placement of RCOM shares: (a) AAA Communications Private Limited ("ACPL") reduced its controlling interest in RCOM from 39.15% to 30.10%; (b) Reliance Innoventures Private Limited (controlling parent of ACPL) reduced its direct minority interest in RCOM from 0.56% to 0.52%; (c) each of AAA Industries Private Ltd. and ADA Enterprises and Ventures Private Limited increased its minority ownership interest in RCOM from 12.11% to 12.49%; (d) public ownership of RCOM increased from 35.74% to 44.13%; (e) Mr. Anil Ambani's direct interest in RCOM was reduced from .09% to .08%; (f) Mrs. Kokilaben Ambani's direct interest in RCOM was reduced from .23% to .19%; (g) RCOM's direct interest in RGL was reduced from 1.17% to .004%; (h) Reliance ADA Group Trustees Private Limited 2.91% direct interest in RCOM was eliminated; and (i) Lagerwood Investments Limited interest in RGL was reduced from 9.42% to .031%.

As the transactions through which GCX acquired direct control over RGL did not result in any actual change in control over RGL, and the various miscellaneous minor adjustments described above did not involve substantial changes in the relative interests of its parent entities, they resulted in a *pro forma* transfer of control as such term is 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 an "[a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof or vice versa, or where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests" is presumptively *pro forma*).

RGL further certifies, as required by Rule 1.767(g)(7) that these transactions, taken together with all previous transactions, do not result in a change in the ultimate control of RGL. *See* 47 C.F.R. §§ 1.767(g)(7) & 63.24(f)(2)(ii). As is clear from Exhibits 1 and 2, the transactions described above and the minor changes in ownership interests among existing entities at the intermediate level in the RCOM corporate structure above RGL do not change the ultimate ownership or control of the submarine cable landing license held by RGL. RCOM continues to be, through its direct and indirect holdings, the ultimate corporate parent of RGL

and RCOM, in turn, continues to be majority-owned and controlled by Mr. Anil Ambani.³

Respectfully submitted,

_____/s/_____
Christopher C. Tai
Colleen A. Sechrest

Counsel for Reliance Globalcom Limited

³ As determined according to the applicable attribution rules, 47 C.F.R. § 63.18 Note to Paragraph (h).