

# Morgan Lewis

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September 30, 2021

**VIA IBFS**

Marlene Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
45 L Street, N.E.  
Washington, DC 20554  
Attn: International Bureau

**Re: Notification Regarding the *Pro Forma* Change in Ownership of GlobeNet Cabos Submarinos America, Inc.**

Dear Secretary Dortch:



GlobeNet Cabos Submarinos America, Inc. (the "Licensee") and GlobeNet Cabos Submarinos S.A. ("GlobeNet Parent" and together with Licensee, the "Parties"), pursuant to 47 C.F.R. § 1.767(g)(7), respectfully notify the Commission of a *pro forma* transaction that resulted in a change in Licensee's intermediate ownership and control structure, with no change to its ultimate owner.

In particular, as further explained in Attachment 1, effective July 28, 2014, the sole shareholder of GlobeNet Parent (BTG Pactual YS Empreendimentos e Participações S.A. ("BTG YS")) merged with and into GlobeNet Parent, with GlobeNet Parent surviving the merger so that the separate existence of BTG YS ceased to exist. However, because the ultimate control and ownership of Licensee did not change, this transaction (defined in Attachment 1 as the *Pro Forma Transaction*) was *pro forma* in nature.

Licensee respectfully requests a waiver of Section 1.767(g)(7) of the Commission's rules, which requires the filing of a notification of a *pro forma* transfer of control no later than thirty days after the transfer is completed. Due to an inadvertent administrative oversight, Licensee did not file such notice within the specified timeframe. Licensee appreciates the need for prompt notification of any *pro forma* transfer of control and regrets causing any inconvenience by not filing notice of the *pro forma Transaction* within the specified time period. Licensee also submits that grant of the waiver is in the public interest because it will ensure the accuracy of the Commission's records.

**Morgan, Lewis & Bockius LLP**

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**Information Required by Section 63.24(f)(2)**

As required by 1.767(g)(7), the Parties provide the following information required by 47 C.F.R. § 63.18:

Sections 63.18(a): Name, address and telephone number of the Parties:

GlobeNet Cabos Submarinos America, Inc. 200 E Las Olas Blvd #1700 Fort Lauderdale, FL 33301 Phone: 561-314-0500	<b>FRN 0008377665</b>
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Globenet Cabos Submarinos S.A. Rua Joaquim Floriano 466, Conjunto 1102, 11 <sup>th</sup> floor Sao Paulo, Brazil 04534-002 Phone: 1-561-314-0500	<b>FRN 0022843163</b>
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Sections 63.18(b): Organization of the Parties:

GlobeNet Cabos Submarinos America, Inc. is organized under the laws of Delaware.

Globenet Cabos Submarinos S.A. is organized under the laws of Brazil.

Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

Ulises R. Pin  
Joshua M. Bobeck  
Morgan, Lewis and Bockius LLP  
1111 Pennsylvania Avenue, N.W.  
Washington, DC 20006-1806  
202-373-6000 (Tel)  
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[joshua.bobeck@morganlewis.com](mailto:joshua.bobeck@morganlewis.com)

Section 63.18(d): Licensee holds the following submarine cable landing license:

GlobeNet Cabos Submarinos America, Inc. holds a submarine cable landing license granted in FCC File Nos. SCL-LIC-19990602-00010 and SCL-MOD-20121003-00012.

GlobeNet Cabos Submarinos S.A. does not hold any authorizations from the FCC.

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Sections 63.18(h): See **Attachment 1** for the current ownership of Licensee and a description of the *Pro Forma Change*.

The Parties certify that the *Pro Forma Change* was *pro forma* and did not result in a change in the ultimate control of the Licensee or the authorizations held by the Licensee.

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This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

*/s/ Ulises R. Pin*

Ulises R. Pin  
Joshua M. Bobeck

*Counsel for the Parties*

## **ATTACHMENT 1**

### **Answer to Question 11 - Section 63.18(h) and 63.04(a)(4) Ownership Information**

The following entities currently hold, directly or indirectly, a 10% or greater interest<sup>1</sup> in GlobeNet Cabos Submarinos America, Inc. (the "Licensee"), as calculated pursuant to the Commission's ownership attribution rules for international telecommunications carriers.

1. Globenet Cabos Submarinos Bermuda Ltd., ("GlobeNet Bermuda")
  - a. Jurisdiction of Formation: Bermuda
  - b. Address: Milner House, 18 Parliament Street, Hamilton, HM12, Bermuda
  - c. Principal business: Telecommunications
  - d. Interest Held: 100% (directly as sole shareholder of Licensee)
2. Globenet Cabos Submarinos S.A. ("Globenet Parent")
  - a. Jurisdiction of Formation: Brazil
  - b. Address: Rua Joaquim Floriano 466, Conjunto 1102, 11th floor, Sao Paulo, Brazil 04534-002
  - c. Principal business: Telecommunications
  - d. Interest Held: 100% (indirectly as sole shareholder of GlobeNet Bermuda (#1))
3. BTG Pactual Infraestrutura II Fundo De Investimento EM Participacoes Multiestrategia
  - a. Jurisdiction of Formation: Brazil
  - b. Address: Av. Brigadeiro Faria Lima, 3477, 14th Floor, São Paulo, SP, Brazil 04538-133
  - c. Principal business: Investments
  - d. Interest Held: 100% (indirectly as sole shareholder in GlobeNet Cabos Submarinos S.A.(#2)).

The following entities hold 99.99% of the voting and equity interests in BTG Pactual Infraestrutura II Fundo De Investimento EM Participacoes Multiestrategia:

4. BTG Pactual Brazil Infrastructure Fund II B Feeder LLC
  - a. Jurisdiction of Formation: Delaware
  - b. Address: 1209 Orange Street, Wilmington, DE 19801
  - c. Principal business: Investments
  - d. Interest Held: 28.93% (indirectly as 28.93% shareholder in BTG Pactual Infraestrutura II Fundo De Investimento EM Participacoes Multiestrategia (#3))
5. BTG Pactual Infraestrutura II Fundo De Investimento Em Cotas De Fundo De Investimento Em Participações
  - a. Jurisdiction of Formation: Brazil
  - b. Address: Av. Paulista, No. 1111, 2nd Floor, São Paulo, SP, Brazil 01311-920
  - c. Principal business: Investments

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<sup>1</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

- d. Interest Held: 28.1% (indirectly as 28.1% shareholder in BTG Pactual Infraestrutura II Fundo De Investimento EM Participacoes Multiestrategia (#3))
- 6. BTG Pactual Brazil Infrastructure Fund II A Feeder LLC
  - a. Jurisdiction of Formation: Delaware
  - b. Address: 1209 Orange Street, Wilmington, DE 19801
  - c. Principal business: Investments
  - d. Interest Held: 25.56% (indirectly as 25.56% shareholder in BTG Pactual Infraestrutura II Fundo De Investimento EM Participacoes Multiestrategia (#3))
- 7. BTG Pactual Serviços Financeiros S.A. DTVM
  - a. Jurisdiction of Formation: Brazil
  - b. Address: Praia de Botafogo, n.º 501, 5º andar (parte), Torre Corcovado, Botafogo, CEP 22250-040
  - c. Principal business: Investments
  - d. Interest Held: 100% voting (indirectly as Administrator of BTG Pactual Infraestrutura II Fundo De Investimento EM Participacoes Multiestrategia (#3))
- 8. Banco BTG Pactual S.A.
  - a. Jurisdiction of Formation: Brazil
  - b. Address: Praia De Botafogo, 501, 6th Floor - Botafogo - Rio De Janeiro/RJ - Brazil - 22250040
  - c. Principal business: Financial Services
  - d. Interest Held: 100% voting (as sole shareholder in BTG Pactual Serviços Financeiros S.A. DTVM (#7)) and 17.4% equity (indirectly as 17.4% shareholder in BTG Pactual Infraestrutura II Fundo De Investimento EM Participacoes Multiestrategia (#3))
- 9. BTG Pactual Holding Financeira S.A.
  - a. Jurisdiction of Formation: Brazil
  - b. Address: Praia de Botafogo, n.º 501, bloco II, sala 601, Botafogo, CEP 22250-040
  - c. Principal business: Investments
  - d. Interest Held: 100% voting and 10.92% equity (indirectly as owner of 80.33% of the voting shares and 62.81% of the equity of Banco BTG Pactual S.A. (#8))
- 10. BTG Pactual Holding S.A.
  - a. Jurisdiction of Formation: Brazil
  - b. Address: Praia De Botafogo, 501, 6th Floor - Botafogo - Rio De Janeiro/RJ - Brazil - 22250040
  - c. Principal business: Investments
  - d. Interest Held: 100% voting and 10.92% equity (indirectly as owner of 99.99% of the voting shares and equity of BTG Pactual Holding Financeira S.A. (#9))
- 11. BTG Pactual G7 Holding S.A.
  - a. Jurisdiction of Formation: Brazil
  - b. Address: Praia de Botafogo, n.º 501, 5º andar (parte), Torre Corcovado, Botafogo, CEP 22250-040
  - c. Principal business: Investments

- d. Interest Held: 100% voting and 5.32% equity (indirectly as owner of 100% of the voting shares and 48.73% of the equity of BTG Pactual Holding S.A. (#10))

The following entities hold 100% of the voting and equity interests in BTG Pactual G7 Holding S.A.:

- 12. André Santos Esteves
  - a. Citizenship: Brazil
  - b. Address: Avenida Brigadeiro Faria Lima 3477, 14th floor – Itaim Bibi – São Paulo/SP – Brazil - 04538133
  - c. Principal business: Investments
  - d. Interest Held: 30% voting and 3.27% equity (indirectly as owner of 30% of the voting shares and 61.55% of the equity of BTG Pactual G7 Holding S.A. (#11))
- 13. Roberto Balls Sallouti
  - a. Citizenship: Brazil
  - b. Address: Avenida Brigadeiro Faria Lima 3477, 14th floor – Itaim Bibi – São Paulo/SP – Brazil - 04538133
  - c. Principal business: Investments
  - d. Interest Held: 26.22% voting and 0.77% equity (indirectly as owner of 26.22% of the voting shares and 14.4% of the equity of BTG Pactual G7 Holding S.A. (#11))
- 14. Guilherme da Costa Paes
  - a. Citizenship: Brazil
  - b. Address: Avenida Brigadeiro Faria Lima 3477, 14th floor – Itaim Bibi – São Paulo/SP – Brazil - 04538133
  - c. Principal business: Investments
  - d. Interest Held: 11.71% voting and 0.34% equity (indirectly as owner of 11.71% of the voting shares and 6.43% of the equity of BTG Pactual G7 Holding S.A. (#11))
- 15. Antonio Carlos Canto Porto Filho
  - a. Citizenship: Brazil
  - b. Address: Avenida Brigadeiro Faria Lima 3477, 14th floor – Itaim Bibi – São Paulo/SP – Brazil - 04538133
  - c. Principal business: Investments
  - d. Interest Held: 12.71% voting and 0.37% equity (indirectly as owner of 12.71% of the voting shares and 6.98% of the equity of BTG Pactual G7 Holding S.A. (#11))
- 16. Renato Monteiro Dos Santos
  - a. Citizenship: Brazil
  - b. Address: Avenida Brigadeiro Faria Lima 3477, 14th floor – Itaim Bibi – São Paulo/SP – Brazil - 04538133
  - c. Principal business: Investments

- d. Interest Held: 19.36% voting and 0.57% equity (indirectly as owner of 19.36% of the voting shares and 10.64% of the equity of BTG Pactual G7 Holding S.A. (#11))

**Answer to Question 12 - Section 63.18(h) Interlocking Directorates**

Licensee maintains interlocking directorates with both Globenet Cabos Submarinos Bermuda Ltd., a Bermudian telecommunications company and direct parent of Licensee, and its direct parent, GlobeNet Parent. These interlocking directorates are: Pedro Henrique Fragoso P. De A. Garcia and Renato Antonio Secondo Mazzola. These individuals serve on the Board of Directors of Licensee, Globenet Bermuda, and Globenet Parent.

Globenet has the following foreign affiliates in Argentina, Bermuda, Brazil, Colombia and Venezuela:

**GLOBENET CABOS SUBMARINOS S.A.**

Established in Brazil, with registered offices at Rua Joaquim Floriano, n. 466, 11 andar, cj. 1102, Itaim Bibi, São Paulo/SP, CEP 04534-002  
Incorporated on December 22, 1998 Tax ID 35.2.15482165

**GLOBENET CABOS SUBMARINOS BERMUDA LTD.**

Established in Bermuda, with registered offices at Thistle House, #4 Burnaby Street, Hamilton HM 11, Bermuda  
Incorporated on January 23rd, 2003 Tax ID 961-171675

**GLOBENET CABOS SUBMARINOS AMERICA INC.**

Established in Delaware, with registered offices at 200 E Las Olas Blvd Suite 1700, Fort Lauderdale FL 33301  
Incorporated on January 23rd, 2003 Tax ID 42-1573363

**GLOBENET CABOS SUBMARINOS COLOMBIA S.A.S.**

Established in Colombia, with registered offices at Carrera 9 No. 113 – 52, Ofic. 801, Bogotá – Colombia  
Incorporated on December 23, 2008 Tax ID 900258177-8

**GLOBENET CABOS SUBMARINOS VZLA S.A.**

Established in Venezuela, with registered offices at Avenida San Felipe, Ed. Centro Coinasa, La Castellana, Piso 5, Oficina 51-B, Caracas – Venezuela  
Incorporated on September 4, 2000 Tax ID J-30734265-0

**GLOBENET CABOS SUBMARINOS ARGENTINA S.R.L.**

Established in Argentina, with registered offices at Carlos Pellegrini 27, Piso 8, oficina J, CABA  
Incorporated on September 10, 2018 Tax ID 33-71617295-9

### **Answer to Question 13 - Description of the *Pro Forma* Change**

Effective as of December 20, 2013,<sup>2</sup> BTG YS, a Brazilian holding company, acquired 100% of the shares of Brasil Telecom Cabos Submarinos Ltda ("BTCS") from Oi Group. After this acquisition, BTCS changed its name to Globenet Cabos Submarinos S.A. ("GlobeNet Parent").

BTG YS remained the sole shareholder of GlobeNet Parent until July 28, 2014, when BTG YS was merged with and into GlobeNet Parent, with GlobeNet Parent as the surviving company after the merger and thus the separate existence of BTG YS ceased to exist (the "*Pro Forma Transaction*"). Globenet Parent, as the surviving entity from the merger, succeeded BTG YS in all rights and obligations, as per the Brazilian Corporation Act.<sup>3</sup> BTG Pactual Infraestrutura II Fundo de Investimento em Participação ("FIP"), BTG YS's shareholder at the time of the merger, received the shares of GlobeNet Parent in exchange for the shares of BTG YS. However, because the ultimate control and ownership of Licensee did not change, the merger was as *pro forma* in nature.

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<sup>2</sup> Notice of Consummation, *In the Matter of the Application of Brasil Telecom of America, Inc., for the Transfer of Control of Authorized U.S. Submarine Cable Landing Licensee*, File No. SCL-T/C-20130729-00006 (filed Jan. 6, 2014); see Transfer of Control Application, *In the Matter of the Application of Brasil Telecom of America, Inc., for the Transfer of Control of Authorized U.S. Submarine Cable Landing Licensee*, File No. SCL-T/C-20130729-00006 (granted Dec. 13, 2013).

<sup>3</sup> Brazil Law no. 6.404/76 (Dec. 15, 1976).



## **VERIFICATION**

I, Joshua Forman, hereby declare that I am the General Counsel of GlobeNet Cabos Submarinos America, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company, its parents, affiliates and subsidiaries are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: September 30, 2021

*Joshua Forman*

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Joshua Forman  
General Counsel  
GlobeNet Cabos Submarinos America, Inc.