

IB 01-340



Mellon Bank

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**Sidley Austin Brown & Wood**  
WASHINGTON, DC 20006

CITIBANK, F.S.B.  
WASHINGTON, DC 20036-0867

127829

15-2011  
2540

DATE: 11/06/2001 AMOUNT: \*\*\*\*\*815.00

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VOID OVER 815.00 **Sidley Austin Brown & Wood**

*Ronald Slagz*

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READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

1278.29

Approved by OMB  
3060-0589

Page No 1 of 1

(1) LOCKBOX #

358115

SPECIAL USE

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NOV 07 2001

SECTION A - PAYER INFO

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Sidley Austin Brown & Wood

Non-Streamlined ITC-T/C-20011107-00602  
CONCERT GLOBAL NETWORKS (USA) L.L.C.

(4) STREET ADDRESS LINE NO. 1

c/o David Lawson

ORIG

(5) STREET ADDRESS LINE NO. 2

1501 K Street, N.W.

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-736-8000

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

(12) PAYER (TIN)

362158694

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

Concert Global Networks USA L.L.C.

(14) STREET ADDRESS LINE NO. 1

c/o AT&T Corp.

(15) STREET ADDRESS LINE NO. 2

295 North Maple Avenue, Room 1142M1

RECEIVED

(16) CITY

Basking Ridge

(17) STATE

NJ

(18) ZIP CODE

07920 19 2001

(19) DAYTIME TELEPHONE NUMBER (include area code)

908-221-8410

(20) COUNTRY CODE (if not in U.S.A.)

Telecom Division  
International Bureau

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

522143505

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

CUT

1

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

\$815.00

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, C. Frederick Beckner, III, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE C. Frederick Beckner III DATE 11/07/01

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

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TOKYO

WRITER'S DIRECT NUMBER  
(202) 736-8224

WRITER'S E-MAIL ADDRESS  
cbeckner@sidley.com

November 7, 2001

**Via Courier to Mellon Bank**

Ms. Magalie Roman Salas  
Secretary  
Federal Communications Commission  
9300 East Hampton Drive  
Capitol Heights, MD 20743

ORIGINAL

Re: British Telecommunications plc  
BT Group plc and AT&T Corp.  
Request for Transfer of Control of its  
Submarine Cable Landing Licenses

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NOV 19 2001

Telecom Division  
International Bureau

Dear Ms. Salas:

Transmitted herewith on behalf of British Telecommunications plc, BT Group plc and AT&T Corp. are an original and five copies of a request for Transfer of Control. A signed FCC Form 159 and a check in the amount of \$815.00, the required filing fee, are also enclosed.

Please direct any questions regarding this filing to the undersigned.

Sincerely,



C. Frederick Beckner, III

Enclosures

Cc: George Li  
International Bureau, Telecom Branch, w/encl.

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

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NOV 19 2001

Telecom Division  
International Bureau

In the Matter of )  
)  
British Telecommunications plc, )  
BT Group plc, and )  
AT&T Corp. )  
)  
For Transfer of Control of )  
Concert Global Networks USA L.L.C. )  
)  
and )  
)  
Concert Global Networks USA L.L.C. )  
BT North America Inc. )  
)  
For Assignment of Authority )  
under Cable Landing Licenses )

IB 01-330

ORIGINAL

**APPLICATION UNDER SECTION 214 AND THE CABLE LANDING LICENSE ACT  
FOR TRANSFER OF CONTROL  
OF CONCERT GLOBAL NETWORKS USA L.L.C.  
AND FOR ASSIGNMENT OF AUTHORITY UNDER  
CABLE LANDING LICENSES**

Pursuant to the provisions of the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39, and Section 1.767(a) of the rules of the Federal Communications Commission ("FCC" or "Commission"), 47 C.F.R. § 1.767(a); Section 214 of the Communications Act, 47 U.S.C. § 214, and Section 63.18 of the Commission's rules, 47 C.F.R. § 63.18, Concert Global Networks USA L.L.C. ("CGN USA"), Concert Global Networks USA L.L.C. as Temporary Trustee ("CGN USA as Temporary Trustee"), AT&T Corp. ("AT&T"), British Telecommunications plc and BT Group plc (jointly "BT"),<sup>1</sup> and BT North

<sup>1</sup> Subsequent to the filing of this application, BT will reorganize itself by creating two new parent companies, BT Group Investments Limited and BT Group plc, in the chain of ownership  
(continued . . .)

America Inc. (“BTNA”) (collectively, “the Parties”), hereby request authority for the transfer of control of cable landing licensee and section 214 authorization holder CGN USA and the assignment of certain authority now under cable landing licenses held by CGN USA to certain entities to be controlled by AT&T or BT as more fully described below. As part of the formation of the Concert joint venture between AT&T and BT,<sup>2</sup> AT&T assigned to the joint venture licenses for, and circuits in, submarine cables. In addition, BT contributed ownership interests in several submarine cables to the joint venture. For business reasons, AT&T and BT have decided to unwind their joint venture.

In the proposed unwind, the Parties have agreed generally to return the submarine capacity currently held by CGN USA to the original owners. To accomplish this, the Parties request authority to: (1) transfer control of CGN USA – which is currently owned by AT&T and BT equally – to the exclusive control of AT&T<sup>3</sup>; and (2) assign the authority under CGN USA’s cable landing licenses to allow CGN USA, as Temporary Trustee, to operate a temporary trust for the benefit of CGN USA and for the benefit of BTNA until the submarine cable ownership interests are assigned to CGN USA and BTNA. The circuits that will remain under control of

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( . . . continued)

over British Telecommunications plc. This will result in a *pro forma* transfer of control of Concert and of BTNA. Applications for authority to consummate those pro forma transfers of control are pending before the Commission. For simplicity, in this application “BT” will refer to either or both of British Telecommunications plc and BT Group plc.

<sup>2</sup> The “Concert joint venture” refers to a fifty-fifty partnership between AT&T and BT created for the purpose of providing various international telecommunications services.

<sup>3</sup> As part of the unwind, BT will transfer to a wholly-owned subsidiary of AT&T, VLT US HoldCo L.L.C. (“VLT”), the 50 percent ownership interest in CGN USA that BT currently holds. At that point, VLT will own 100 percent of the stock of CGN USA and, therefore, CGN USA will become an indirect wholly-owned subsidiary of AT&T.

CGN USA are set forth in Attachment A. Attachment B identifies the circuits, the authority for which will be assigned to CGN USA and BTNA.<sup>4</sup> In addition, as a result of the transfer of control of CGN USA, AT&T will have the exclusive ultimate control of CGN USA, which holds an international section 214 authorization.<sup>5</sup>

The purpose of the temporary trust is to permit the Parties to utilize their respective capacity on the submarine cables until the ultimate assignment of that capacity is implemented pursuant to the governing construction and maintenance agreements. The parties will notify the Commission in writing within 30 days after each cable-trust is dissolved.

No conceivable public interest concern is implicated by the unwinding of the joint venture. There can be no question of AT&T's and BTNA's fitness to operate submarine cables pursuant to the cable landing license authorizations. AT&T and BTNA are leading providers of international services with well-established reputations for providing high-quality services and complying with applicable Commission rules and regulations. Further, virtually all of the licenses being transferred and assigned to AT&T companies by CGN USA are those that were originally assigned from AT&T when the joint venture was formed.

Finally, the dissolution of the Concert joint venture raises no competition-related issues. AT&T and BT originally created the Concert joint venture so that they could combine their

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<sup>4</sup> The Parties will subsequently make any filings necessary to discontinue the offering of domestic and international telecommunications services by the Global Venture.

<sup>5</sup> See *AT&T Corp., British Telecommunications, Plc, VLT Co. L.L.C., Violet License Co. L.L.C., and TNV [Bahamas] Limited Applications For Grant of Section 214 Authority, Modification of Authorizations and Assignment of Licenses in Connection with the Proposed Joint Venture Between AT&T Corp. and British Telecommunications, plc*, IB Docket No. 98-212, Memorandum Opinion and Order, 14 FCC Rcd 19410 (1999) (granting CGN USA's application for international Section 214 authorization).

resources to compete for the international services business of multinational corporations and other carriers. As a result of the unwind, the AT&T companies and the BT companies will once again compete head-to-head to serve those customers. Thus, the dissolution will *decrease* market concentration and increase competition. See *WorldCom-MCI Order*, 13 FCC Rcd 18025 ¶ 20 (1998) (citing *United States v. Marine Bancorporation*, 418 U.S. 602 (1974); *Antitrust Law Developments*, at 346-50 (4th ed. 1997)); see also *Yamaha Motor Co. v. FTC*, 657 F.2d 971, 977-79 (8th Cir. 1981) (entry which de-concentrates market is inherently pro-competitive)).

**I. INFORMATION REQUIRED UNDER 47 C.F.R. § 1.767(a) WITH RESPECT TO THE TRANSFER OF CONTROL OF CABLE LANDING LICENSEE AND ASSIGNMENT OF AUTHORITY UNDER CABLE LANDING LICENSES.**

Pursuant to Section 1.767(a) of the Commission's rules, 47 C.F.R. § 1.767(a), AT&T, BTNA, and CGN USA submit the following information:

- (1) *The names, addresses, and telephone number of the applicants, and*
- (2) *The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized.*

	(1) Names, addresses, and telephone numbers:	(2) Jurisdictions:
Ultimate parents of Licensee:	<p>AT&amp;T Corp. 295 North Maple Drive Basking Ridge, NJ 07290 Tel: (908) 221-2000</p> <p>BT Group plc 81 Newgate Street London EC1A 7AJ, England Tel: 011-44-20-7356-5000</p> <p>British Telecommunications plc 81 Newgate Street London EC1A 7AJ, England Tel: 011-44-20-7356-5000</p>	<p>New York</p> <p>England and Wales</p> <p>England and Wales</p>
Licensee:	<p>Concert Global Networks USA L.L.C. 11921 Freedom Drive Reston, VA 20190 Tel: (703) 707-4000</p>	<p>Delaware</p>
Entity Transferring Control of Licensee (Transferor):	<p>BT Group plc 81 Newgate Street London EC1A 7AJ, England Tel: 011-44-20-7356-5000</p> <p>British Telecommunications plc 81 Newgate Street London EC1A 7AJ, England Tel: 011-44-20-7356-5000</p>	<p>England and Wales</p> <p>England and Wales</p>
Entity Being Transferred Exclusive Control of Licensee (Transferee):	<p>AT&amp;T Corp. 295 North Maple Drive Basking Ridge, NJ 07290 Tel: (908) 221-2000</p>	<p>Delaware</p>
Temporary Trustee:	<p>Concert Global Networks USA L.L.C. 11921 Freedom Drive Reston, VA 20190 Tel: (703) 707-4000</p>	<p>Delaware</p>

Ultimate  
Assignees of  
Authority  
Under Certain  
Licenses:

Concert Global Networks USA L.L.C.  
11921 Freedom Drive  
Reston, VA 20190  
Tel: (703) 707-4000

Delaware

BT North America Inc.  
11911 Freedom Drive, Suite 1100  
Reston, VA 20190  
Tel: (571) 203-6813

Delaware

(3) Correspondence concerning this application should be addressed to —

Michelle L. Gallagher  
Concert Global Networks USA L.L.C.  
11921 Freedom Drive  
Reston, VA 20190  
Tel: (703) 707-4225  
Fax: (703) 707-4080

Lawrence J. Lafaro  
James J.R. Talbot  
AT&T Corp.  
Room 1142M1  
295 Maple Avenue  
Basking Ridge, NJ 07920  
Tel: (908) 221-8410  
Fax: (908) 953-4490

Joel S. Winnik  
Douglas A. Klein  
Counsel for  
British Telecommunications plc and  
BT Group plc  
c/o Hogan & Hartson L.L.P.  
555 Thirteenth Street NW  
Washington, DC 20004  
Tel: (202) 637-5600  
Fax: (202) 637-5910

James E. Graf II  
BT North America Inc.  
11911 Freedom Drive  
Suite 1100  
Reston, VA 20190  
Tel: (571) 203-6864  
Fax: (571) 203-6980

with a copy to:

and

David L. Lawson  
Sidley Austin Brown & Wood  
1501 K Street, N.W.  
Washington, DC 20005  
Tel: (202) 736-8000  
Fax: (202) 736-8711

A. Sheba Chacko  
Linda J. Cicco  
BT Group Legal Services  
11911 Freedom Drive  
Suite 1100  
Reston, VA 20190  
Tel: (571) 203-6813  
Fax: (571) 203-6889

(4) CGN USA is a licensee of the submarine cable landing licenses listed in Attachment A and Attachment B. Information about each of those cable systems appears in the Commission's files for each license.

(5) Not applicable.

(6) The lists in Attachment A and Attachment B include both common carrier and non-common carrier submarine cable systems. This application does not seek to change the regulatory classification of any of those cable systems.

(7) CGN USA will own the segments of the cables identified in Attachments A and B subsequent to the proposed transaction. BTNA will own the segments of the cables identified in Attachment B subsequent to the proposed transaction.

(8) As required by Section 1.767(a)(8) of the Commission's rules, 47 C.F.R. § 1.767(a)(8), ultimate Transferees/Assignees AT&T, CGN USA and BTNA submit the following relevant certifications required by Section 63.18(h) through (k) of the Commission's rules, 47 C.F.R. § 63.18(h)–(k):

- (h) There is no shareholder or other equity holder owning 10% or more of AT&T. As explained above, at the close of the proposed transaction, CGN USA will be an indirect, wholly-owned indirect subsidiary of AT&T. Subsequent to the consummation of the proposed transaction, the following companies will directly and indirectly own 10% or more of CGN USA:

Name	Address	Citizenship	Principal Business	Percent of Ownership
VLT US HoldCo L.L.C.	412 Mt. Kemble Ave. Morristown, NJ 07960	Delaware	Holding Company	100% of CGN USA
AT&T Communications Services Jamaica L.L.C. (formerly VLTH Company L.L.C.)	412 Mt. Kemble Ave. Morristown, NJ 07960	Delaware	Holding Company	100% of VLT US HoldCo L.L.C.
AT&T Corp.	295 N. Maple Ave. Basking Ridge, NJ 07920	New York	Telecommunications	100% of AT&T Communications Services Jamaica L.L.C.

There is no shareholder or other equity holder owning 10% or more of BT. BTNA is an indirect, wholly-owned subsidiary of BT. Subsequent to the consummation of the proposed transaction, the following companies will directly and indirectly own 10% or more of BTNA:

Name	Address	Citizenship	Principal Business	Percent of Ownership
BT United States L.L.C.	11911 Freedom Drive Reston, VA 20190	Delaware	Telecommunications	100% of BTNA
BT Fifty-Three Limited	81 Newgate Street London EC1A 7AJ England	England and Wales	Telecommunications	100% of BT United States L.L.C.
BT Fifty-One Limited	81 Newgate Street London EC1A 7AJ England	England and Wales	Telecommunications	33% of BT Fifty-Three Limited
BT (International) Holdings Limited	81 Newgate Street London EC1A 7AJ England	England and Wales	Telecommunications	67% of BT Fifty-Three Limited  and  27% of BT Fifty-One Limited

Name	Address	Citizenship	Principal Business	Percent of Ownership
BT (Worldwide) Limited	81 Newgate Street London EC1A 7AJ England	England and Wales	Telecommunications	8% of BT Fifty-One Limited
BT Holdings Limited	81 Newgate Street London EC1A 7AJ England	England and Wales	Telecommunications	65% of BT Fifty-One Limited  100% of BT (International) Holdings Limited  100% of BT (Worldwide) Limited
British Telecommunications plc	81 Newgate Street London EC1A 7AJ England	England and Wales	Telecommunications	100% of BT Holdings Limited
BT Group Investments Limited	81 Newgate Street London EC1A 7AJ England	England and Wales	Telecommunications	100% of British Telecommunications plc
BT Group plc	81 Newgate Street London EC1A 7AJ England	England and Wales	Telecommunications	100% of BT Group Investments Limited

- (i) AT&T and CGN USA hereby certify that upon closing they will have affiliations within the meaning of Commission's rules in the following countries: Australia, Argentina, Belgium, Canada, Chile, Columbia, Denmark, El Salvador, Finland, France, Germany, Guatemala, Hong Kong, Ireland, Italy, Japan, Korea, Mexico, Netherlands, New Zealand, Norway, Peru, Portugal, Singapore, Spain, Sweden, Switzerland, Taiwan, and the UK.

BTNA hereby certifies that it is affiliated with foreign carriers within the meaning of the Commission's rules in the following countries: Australia, Belgium, Canada, Chile, Denmark, England & Wales, France, Germany, Gibraltar, Hong Kong, India, Ireland, Italy, Japan, Republic of Korea, Liechtenstein, Malaysia, Netherlands, New Zealand, Portugal, Russia, Spain, Sweden, Switzerland, Taiwan, and the United Kingdom.

- (j) AT&T and CGN USA hereby certify that upon closing AT&T will control (or have negative control of) the following foreign carriers in the following destination countries:

<b>Destination Countries</b>	<b>AT&amp;T controls the following foreign carriers:</b>
Australia	Concert Global Networks (Australia) Pty Limited
Argentina	AT&T Argentina, S.A.
Belgium	Concert Belgium S.P.R.L.
Canada	Concert Global Networks (Canada) Corp.
Chile	Concert Global Networks de Chile Limitada Concert Chile S.A. AT&T Chile Networks, S.A. AT&T Chile Wireless, S.A. AT&T Chile Long-Distance, S.A. AT&T Chile Telephony, S.A.
Columbia	AT&T Columbia, S.A.
Denmark	Concert Denmark ApS
El Salvador	AT&T Communications Services El Salvador S.A. de C.V.
Finland	Concert Global Networks (Finland) Oy
France	Concert Global Networks (France) EURL
Germany	Concert Global Networks (Deutschland) GmbH
Guatemala	Concert Guatemala, S.A.
Hong Kong	Concert Global Networks (Hong Kong) Limited
Ireland	Concert Global Networks Limited – Ireland Branch
Italy	Concert Global Networks Limited – Italy Branch
Japan	Concert Global Networks Japan Y.K.
Korea, Republic of	Concert Global Networks (Korea) Limited
New Zealand	Concert Global Networks (New Zealand) Company
Netherlands	Concert Nederland B.V.
Norway	Concert Global Networks (Norway) AS
Peru	AT&T Peru, S.A.
Portugal	Concert Portugal Telecomunicacoes, Unipessoal Limitada
Singapore	Concert Global Networks (Singapore) Pty Ltd
Spain	Concert Global Networks Telecomunicaciones SL
Sweden	Concert Global Networks Limited – Sweden Branch
Switzerland	Concert Global Networks Limited – Switzerland Branch
Taiwan	Concert Global Networks Service Taiwan Ltd.
United Kingdom	Concert Communications Company

BTNA certifies that BTNA is controlled by BT. BTNA also certifies that BT controls (or has negative control of) the following foreign carriers in the following destination countries:

<b>Destination Countries</b>	<b>BT controls the following foreign carriers:</b>
Germany	Bayernwerk Netkom GmbH
India	Bharti BT Limited
United Kingdom	British Telecommunications plc and its subsidiaries
Hong Kong	BT (Hong Kong) Limited
Germany	BT Ignite GmbH & Co.
Japan	BT (Japan) KK
Belgium	BT (Worldwide) Limited – Belgium Branch
Korea, Republic of	BT (Worldwide) Limited – Korea Branch
Spain	BT (Worldwide) Limited – Spain Branch
Taiwan	BT (Worldwide) Limited – Taiwan Branch
Netherlands	BT (Worldwide) Netherlands B. V.
Australia	BT Australasia Pty Limited
Spain	BT Telecomunicaciones S.A.
Canada	BT Toronto Telecommunications, Inc.
New Zealand	Clear Communications Limited
Gibraltar	Gibraltar Telecommunications International Limited
Australia	Concert Global Networks (Australia) Pty Limited
Argentina	Concert Global Networks de Argentina Limitada
Belgium	Concert Belgium S.P.R.L.
Canada	Concert Global Networks (Canada) Corp.
Chile	Concert Global Networks de Chile Limitada
Denmark	Concert Denmark ApS
Finland	Concert Global Networks (Finland) Oy
France	Concert Global Networks (France) EURL
Germany	Concert Global Networks (Deutschland) GmbH
Hong Kong	Concert Global Networks (Hong Kong) Limited
Ireland	Concert Global Networks Limited – Ireland Branch
Italy	Concert Global Networks Limited – Italy Branch
Japan	Concert Japan K.K.
Korea, Republic of	Concert Global Networks (Korea) Limited
New Zealand	Concert Global Networks (New Zealand) Company
Netherlands	Concert B. V.
Norway	Concert Global Networks (Norway) AS
Portugal	Concert Portugal Telecomunicacoes, Unipessoal Limitada
Singapore	Concert Global Networks (Singapore) Pty Ltd
Spain	Concert Global Networks Telecomunicaciones SL
Sweden	Concert Global Networks Limited – Sweden Branch
Switzerland	Concert Global Networks Limited – Switzerland Branch
Taiwan	Concert Global Networks Service Taiwan Ltd.

<b>Destination Countries</b>	<b>BT controls the following foreign carriers:</b>
United Kingdom	Concert Communications Company
Ireland	Esat Digifone Limited
Ireland	Esat Inland Limited
Ireland	Esat Net Limited
United Kingdom	ESAT Telecommunications (UK) Limited
Ireland	ESAT Telecommunications Limited
Ireland	Ocean Communications Limited
Sweden	Telenordia A.B.
Netherlands	Telfort B.V.
Germany	VIAG INTERKOM GmbH & Co.
Liechtenstein	VIAG Europlattform AG

- (k) With regard to AT&T and its subsidiaries, all of the foreign countries listed in response to paragraph (j) are members of the World Trade Organization except for Taiwan.

The Taiwan affiliate — Concert Global Networks Service Taiwan Ltd. — has been operating only for a short time. It provides services in competition with the dominant carrier in Taiwan, Chunghwa Telecom, and clearly has less than a 50 percent share of the international transport and local access markets in Taiwan.

With regard to BTNA, all of the foreign countries listed in response to paragraph (j) are members of the World Trade Organization except for Russia, Taiwan and Gibraltar. None of the cable systems in which BTNA is acquiring capacity land in Russia or Gibraltar. Therefore, neither of these points is a “destination country” within the meaning of Section 63.18(k), and no showing is necessary.

BTNA’s Taiwan affiliates — BT (Worldwide) Limited – Taiwan Branch and Concert Global Networks Service Taiwan Ltd. — have been operating only for a short time. They provide services in competition with the dominant carrier in Taiwan, Chunghwa Telecom, and they clearly have less than a 50 percent share of the international transport and local access markets in Taiwan.

## **II. REQUEST FOR TRANSFER OF CONTROL PURSUANT TO SECTION 214.**

Pursuant to Section 63.18 (a) of the Commission’s rules, 47 C.F.R. § 63.18, AT&T and CGN USA submit the following information:

- (a) The address and telephone number of the licensee, CGN USA, is:

Concert Global Networks USA L.L.C.  
11921 Freedom Drive  
Reston, Virginia 20190  
Tel: (703) 707-4000

The address and telephone numbers of the transferors, British Telecommunications plc and BT Group plc, are:

BT Group plc  
81 Newgate Street  
London EC1A 7AJ, England  
Tel: 011-44-20-7356-5000

British Telecommunications plc  
81 Newgate Street  
London EC1A 7AJ, England  
Tel: 011-44-20-7356-5000

The address and telephone number of the transferee, AT&T Corp., is:

AT&T Corp.  
295 North Maple Drive  
Basking Ridge, NJ 07290  
Tel: (908) 221-2000

- (b) Licensee CGN USA is a limited liability corporation organized under the laws of the State of Delaware. Transferors British Telecommunications plc and BT Group plc are corporations organized under the laws of England and Wales. Transferee AT&T Corp. is a corporation organized under the laws of New York.

(c) Correspondence should be sent to:

Michelle L. Gallagher  
Concert Global Networks USA L.L.C.  
11921 Freedom Drive  
Reston, VA 20190  
Tel: (703) 707-4225  
Fax: (703) 707-4080

Lawrence J. Lafaro  
James J.R. Talbot  
AT&T Corp.  
Room 1142M1  
295 Maple Avenue  
Basking Ridge, NJ 07920  
Tel: (908) 221-8410  
Fax: (908) 953-4490

Joel S. Winnik  
Douglas A. Klein  
Counsel for  
British Telecommunications plc and  
BT Group plc  
c/o Hogan & Hartson L.L.P.  
555 Thirteenth Street NW  
Washington, DC 20004  
Tel: (202) 637-5600  
Fax: (202) 637-5910

James E. Graf II  
BT North America Inc.  
11911 Freedom Drive  
Suite 1100  
Reston, VA 20190  
Tel: (571) 203-6864  
Fax: (571) 203-6980

with a copy to:

and

David L. Lawson  
Sidley Austin Brown & Wood  
1501 K Street, N.W.  
Washington, DC 20005  
Tel: (202) 736-8000  
Fax: (202) 736-8711

A. Sheba Chacko  
Linda J. Cicco  
BT Group Legal Services  
11911 Freedom Drive  
Suite 1100  
Reston, VA 20190  
Tel: (571) 203-6813  
Fax: (571) 203-6889

(d) Licensee CGN USA and Transferor AT&T are authorized to own and operate submarine cable facilities and satellite circuits, and to provide international facilities-based and resold basic switched, private line, data, television and business services pursuant to Section 214 authorizations that are a matter of record with the Commission.

Transferor BT does not provide telecommunications services in the United States. Its wholly-owned subsidiary, BTNA, is authorized to own and operate satellite circuits and to provide international facilities-based and resold basic switched, private line, data, television and business services pursuant to Section 214 authorizations that are a matter of record with the Commission.

- (e) The Parties seek authority to transfer control of CGN USA, a common carrier holding international Section 214 authorization, pursuant to Section 63.18(e)(3) of the Commission's rules.
- (f) No response required.
- (g) No response required.
- (h) There is no shareholder or other equity holder owning 10% or more of AT&T. As explained above, at the close of the proposed transaction, CGN USA will be a wholly-owned indirect subsidiary of AT&T. Subsequent to the consummation of the proposed transaction, the following companies will directly and indirectly own 10% or more of CGN USA:

<b>Name</b>	<b>Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percent of Ownership</b>
VLT US HoldCo LLC	412 Mt. Kemble Ave. Morristown, NJ 07960	Delaware	Holding Company	100% of CGN USA
AT&T Communications Services Jamaica L.L.C. (formerly VLTH Company L.L.C.)	412 Mt. Kemble Ave. Morristown, NJ 07960	Delaware	Holding Company	100% of VLT US HoldCo LLC
AT&T Corp.	295 N. Maple Ave. Basking Ridge, NJ 07920	New York	Telecommunications	100% of AT&T Communications Services Jamaica L.L.C.

- (i) AT&T and CGN USA hereby certify that upon closing they will have affiliations within the meaning of Commission's rules in the following countries: Australia, Argentina, Belgium, Canada, Chile, Columbia, Denmark, El Salvador, Finland, France, Germany, Guatemala, Hong Kong, Ireland, Italy, Japan, Korea, Mexico, Netherlands, New Zealand, Norway, Peru, Portugal, Singapore, Spain, Sweden, Switzerland, Taiwan, and the UK.

- (j) AT&T and CGN USA hereby certify that upon closing AT&T will control (or have negative control of) the following foreign carriers in the following destination countries:

<b>Destination Countries</b>	<b>AT&amp;T controls the following foreign carriers:</b>
Australia	Concert Global Networks (Australia) Pty Limited
Argentina	AT&T Argentina, S.A.
Belgium	Concert Belgium S.P.R.L.
Canada	Concert Global Networks (Canada) Corp.
Chile	Concert Global Networks de Chile Limitada Concert Chile S.A. AT&T Chile Networks, S.A. AT&T Chile Wireless, S.A. AT&T Chile Long-Distance, S.A. AT&T Chile Telephony, S.A.
Columbia	AT&T Columbia, S.A.
Denmark	Concert Denmark ApS
El Salvador	AT&T Communications Services El Salvador S.A. de C.V.
Finland	Concert Global Networks (Finland) Oy
France	Concert Global Networks (France) EURL
Germany	Concert Global Networks (Deutschland) GmbH
Guatemala	Concert Guatemala, S.A.
Hong Kong	Concert Global Networks (Hong Kong) Limited
Ireland	Concert Global Networks Limited – Ireland Branch
Italy	Concert Global Networks Limited – Italy Branch
Japan	Concert Global Networks Japan Y.K.
Korea, Republic of	Concert Global Networks (Korea) Limited
New Zealand	Concert Global Networks (New Zealand) Company
Netherlands	Concert Nederland B.V.
Norway	Concert Global Networks (Norway) AS
Peru	AT&T Peru, S.A.
Portugal	Concert Portugal Telecomunicacoes, Unippessoal Limitada
Singapore	Concert Global Networks (Singapore) Pty Ltd
Spain	Concert Global Networks Telecomunicaciones SL
Sweden	Concert Global Networks Limited – Sweden Branch
Switzerland	Concert Global Networks Limited – Switzerland Branch
Taiwan	Concert Global Networks Service Taiwan Ltd.
United Kingdom	Concert Communications Company

- (k) All of the foreign countries listed in response to paragraph (j) are members of the World Trade Organization except for Taiwan.

The Taiwan affiliate — Concert Global Networks Service Taiwan Ltd. — has been operating only for a short time. It provides services in competition with the

dominant carrier in Taiwan, Chunghwa Telecom, and clearly has less than a 50 percent share of the international transport and local access markets in Taiwan.

- (l), (m) Upon closing, AT&T and its wholly-owned subsidiary, CGN USA, will be affiliated with the carriers listed in response to paragraph (j) as well as the following carriers, which AT&T and CGN USA will not control:

Destination Countries	AT&T and CGN USA will be affiliated with the following foreign carriers:
Canada	AT&T Canada Corp. AT&T Canada Telecom Service Company
Mexico	Alestra S. de R.L. de C.V.

AT&T's affiliated foreign carriers lack market power and cannot adversely affect competition in the U.S. market. By this application, AT&T certifies that all of the listed subsidiaries lack 50 percent market share in the international transport or local access markets in which they operate. None of them are listed on the FCC's "List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets." None are incumbent carriers or are under common control with incumbent carriers in their respective markets.

Thus, pursuant to Section 63.10 of the Commission's rules, AT&T and its wholly-owned subsidiaries (including, upon closing, CGN USA) will continue to qualify for non-dominant classification on the routes between the U.S. and all the above-listed countries because its affiliates in these countries have no market power on the foreign end of any of these routes.

- (n) AT&T and its subsidiary CGN USA hereby certify that they have not agreed, nor will they agree, to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.

### III. REQUIRED ANTI-DRUG ABUSE ACT CERTIFICATION

The Parties hereby certify that no party to this Application, as defined in 47 C.F.R. § 1.2002(b), is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

## CONCLUSION

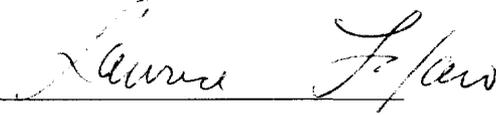
Accordingly, Applicants respectfully request that the Commission grant authority for the transfer of control and assignments of authority under cable landing licenses as requested herein.

Respectfully submitted,

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Dated: November 7, 2001

\* Pursuant to 47 C.F.R. § 1.743(b), the attorney for this party is signing because no officer or duly authorized employee is in the United States.

## Attachment A

### Cable Landing Authorizations Held and Underlying Circuits That Are Subject of the Transfer of Control of CGN USA From AT&T and BT Jointly to AT&T Exclusively

AMERICAS II	SCL-98-003
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- a. Florida-St. Croix: 6,896 half-E1s
- b. St. Croix-Brazil: 4,156 half-E1s
- c. St. Croix-Puerto Rico: 2,740 half-E1s

ANTILLAS 1	SCL-95-012
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- a. Miramar-Dominican Rep.: 46 half-E1s

BAHAMAS 2	SCL-96-003
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- a. Florida-Nassau: 40 half-E1s

CHINA-U.S.	SCL-98-002
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- a. US-Japan: 651 half-E1s
- b. US-Korea: 970 half-E1s
- c. US-China: 1,099 half-E1s
- d. US-Taiwan: 688 half-E1s
- e. Guam-US: 5 half-E1s
- f. Unassigned: 620 half-E1s

COLUMBUS III	SCL-98-005
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- a. US-Portugal: 406 half-E1s
- b. US-Spain: 1,138 half-E1s
- c. US-Italy: 2,231 half-E1s

GUAM-PHILIPPINES	SCL-98-004
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- a. Guam-Philippines: 35 half-E1s

MAYA-1	SLC-LIC-19990325-00006
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- a. US-Columbia: 378 half-E1s

PAN AMERICAN	SCL-97-001
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- a. St. Thomas-St. Croix: 56 half-E1s  
b. St. Thomas-Aruba: 6 half-E1s  
c. St. Thomas-Venezuela: 5 half-E1s  
d. St. Thomas-Columbia: 10 half-E1s  
e. St. Thomas-Panama: 25 half-E1s  
f. St. Thomas-Ecuador: 7 half-E1s  
g. St. Thomas-Peru: 12 half-E1s  
h. St. Thomas-Chile: 10 half-E1s

ST. THOMAS – ST. CROIX (C1)	SCL-94-006
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- a. St. Thomas-St. Croix: 2016 half-E1s

TAINO-CARIB	SCL-92-002
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- a. Mirimar-St. Thomas: 2169 half-E1s  
b. Isla Verde-St. Thomas: 30 half-E1s  
c. St. Thomas-Tortola: 222 half-E1s

TCS-1	SCL-88-001
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- a. P.R.-Dominican Rep.: 43.23 half-E1s  
b. Dominican Rep.-Jamaica: 84.4 half-E1s  
c. P.R.-Columbia: 29.83 half-E1s  
d. Florida-P.R.: 83.72 half-E1s

**Attachment B**

**Cable Landing Authorizations and Associated Submarine Cable Circuits to Be Assigned to  
CGN USA and BTNA  
via CGN USA as Temporary Trustee**

<b>AMERICAS I</b>	<b>SCL-93-002</b>
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- a. Florida-St. Thomas: 2,675 half-E1s (CGN USA)
- b. St. Thomas-Trinidad: 155 half-E1s (CGN USA)
- c. St. Thomas-Brazil: 121 half-E1s (CGN USA)
- d. Trinidad-Venezuela: 73 half-E1s (CGN USA)
- e. St. Thomas-So. America: 8 half-E1s (BTNA)

<b>COLUMBUS II</b>	<b>SCL-93-001</b>
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- a. US-Portugal: 6 half-E1s (CGN USA)
- b. US-Spain: 81 half-E1s (CGN USA)
- c. US-Italy: 90 half-Es (CGN USA)
- d. Canaries-St. Thomas: 8 half-E1s (BTNA)
- e. Florida-Mexico: 97 half-E1s (CGN USA)
- f. Florida-Mexico: 2 half-E1s (BTNA)
- g. Florida-St. Thomas: 1,233 half-E1s (CGN USA)

<b>G-P-T</b>	<b>SCL-88-003</b>
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- a. Guam-Philippines: 32 half-E1s (CGN USA)
- b. Guam-Philippines: 2.8 half-E1s (BTNA)
- c. Philippines-Taiwan: 16 half-E1s (CGN USA)
- d. Philippines-Taiwan: 1 half-E1 (BTNA)
- e. Guam-Taiwan: 81 half-E1s (CGN USA)
- f. Guam-Taiwan: 2 half-E1s (BTNA)

<b>HAWAII 5</b>	<b>SCL-90-004</b>
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- a. US mainland-Hawaii: 66 half-E1s (CGN USA)
- b. US mainland-Hawaii: 17 half-E1s (BTNA)

JAPAN-US	SCL-LIC-19981117-00025
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- a. Japan-US: 12,978 half-E1s (CGN USA)
- b. Japan-US: 11,088 half-E1s (BTNA)

PACIFIC RIM EAST	SCL-90-003
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- a. Hawaii-Australia: 30 half-E1s (CGN USA)
- b. US-Hawaii: 25 half-E1s (BTNA)

PACIFIC RIM WEST	SCL-90-005
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- a. Guam-Australia: 40 half-E1s (CGN USA)
- b. Guam-Australia: 12 half-E1s (BTNA)

TAT-8	SCL-84-001
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- a. US-UK: 78 half-E1s (CGN USA)
- b. US-France: 94 half-E1s (CGN USA)

TAT-9	SCL-88-004
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- a. US-UK: 148 half-E1s (CGN USA)
- b. US-UK: 170 half-E1s (BTNA)
- c. US-France: 66 half-E1s (CGN USA)
- d. UK-Spain: 46 half-E1s (CGN USA)
- e. UK-Canada: 26 half-E1s (BTNA)

TAT-10	SCL-91-001
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- a. US-Germany: 222 half-E1s (CGN USA)
- b. US-Germany: 150 half-E1s (BTNA)
- c. US-Netherlands: 23 half-E1s (CGN USA)

TAT-11	SCL-91-002
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- a. US-UK: 236 half-E1s (CGN USA)
- b. US-UK: 66 half-E1s (BTNA)
- c. US-France: 41 half-E1s (CGN USA)

TAT-12/13	SCL-93-004
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- a. US-UK: 4,774 half-E1s (CGN USA)
- b. US-UK: 5,772 half-E1s (BTNA)
- c. US-France: 693 half-E1s (CGN USA)

TAT-14	SCL-LIC-19990303-00004
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- a. US-UK: 30,548 half-E1s (CGN USA)
- b. US-UK: 73,126 half-E1s (BTNA)

TPC-3/HAWAII 4	SCL-85-003
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- a. Japan-US: 5.87 half-E1s (CGN USA)
- b. Japan-US: 12 half-E1s (BTNA)
- c. Guam-Japan: 2.73 half-E1s (CGN USA)
- d. Guam-Japan: 4 half-E1s (BTNA)
- e. Hawaii-Guam: 17.87 half-E1s (CGN USA)
- f. Japan-Hawaii: 2.92 half-E1s (CGN USA)
- g. USM-Hawaii: 58.83 half-E1s (CGN USA)

TPC-4	SCL-89-004
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- a. Canada-Japan: 10 half-E1s (BTNA)
- b. US-Japan: 233 half-E1s (CGN USA)
- c. US-Japan: 25 half-E1s (BTNA)
- d. Canada-US: 233 half-E1s (CGN USA)
- e. Canada-US: 3 half-E1s (CGN USA)

TPC-5	SCL-92-005
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- a. US-Japan: 6,747 half-E1s (CGN USA)
- b. US-Japan: 285 half-E1s (BTNA)
- c. Japan-Guam: 8 half-E1s (BTNA)
- d. US-Guam: 154 half-E1s (CGN USA)
- e. US-Guam: 3 half-E1s (BTNA)
- f. US mainland-Hawaii: 1,010 half-E1s (CGN USA)
- g. US mainland-Hawaii: 8 half-E1s (BTNA)
- h. Hawaii-Guam: 1 half-E1s (CGN USA)
- i. Hawaii-Japan: 6 half-E1s (CGN USA)