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Concert Global Networks USA L.L.C.



ORIGINAL (DA-01-330)

**INTERNATIONAL SECTION 214 APPLICATION  
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Menu

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:  
Application to modify Concert's submarine cable 214s

<b>1. Applicant</b>	
Name:	Concert Global Networks USA L.L.C. Phone Number: 9082215247
DBA Name:	Fax Number:
Street:	295 North Maple Avenue E-Mail: elaine.mchale@concert.com
City:	Basking Ridge State: NJ
Country:	USA Zipcode: 07920-
Attention: Mrs Elaine McHale	
<b>2. Contact</b>	
Name:	Douglas A. Klein Phone Number: 202-637-3678
Company:	Hogan & Hartson L.L.P. Fax Number: 202-637-5910
Street:	555 13th Street NW E-Mail: daklein@hhlaw.com
City:	Washington State: DC
Country:	USA Zipcode: 20004-
Contact Title:	Attorney for British Telecommunications plc Relationship: Legal Counsel
<b>3. Place of Incorporation of Applicant Delaware</b>	
<b>4. Other Company(ies) and Place(s) of Incorporation</b>	
BT Group plc, United Kingdom	
British Telecommunications plc, United Kingdom	
AT&T Corp., New York	
BT North America Inc., Delaware	
<b>5. Service Type(s) (check all that apply)</b>	
<input type="checkbox"/>	Global or Limited Global Facilities-Based Authority (Section 63.18(e)(1))
<input type="checkbox"/>	Global or Limited Global Resale Authority (Section 63.18(e)(2))
<input type="checkbox"/>	Individual Facilities-Based Service (Section 63.18(e)(4))
<input type="checkbox"/>	Individual Switched Resale Service (Section 63.18(e)(4))
<input type="checkbox"/>	Individual Facilities-Based and Resale Service (Section 63.18(e)(4))
<input type="checkbox"/>	Switched Services over Private Lines (ISR) (Section 63.16 and/or 63.18 (e)(4))
<input type="checkbox"/>	Inmarsat and Mobile Satellite Service (Section 63.18(e)(4))
<input type="checkbox"/>	Overseas Cable Construction (Section 63.18(e)(4))
<input type="checkbox"/>	Individual Non-Interconnected Private Line Resale Service (Section 63.18(e)(4))
<input checked="" type="checkbox"/>	Other (Section 63.18(e)(4))

6a. Is a fee submitted with this application?  
 If Yes, complete and attach FCC Form 159.  
 If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).  
 Governmental Entity  Noncommercial educational licensee  
 Other (please explain): This application is for (1) consent to pro forma transfer of control, which requires no fee, and (2) modification of 214 authority, which requires no fee.

6b. Fee Classification CUT

7. Destination Country(ies) (e.g., "Country X", "All international points", "All international points except Country X and Country Y" or "Countries X, Y, and Z only".)

8. Caption (description of authority requested, e.g., Application for Authority to Provide International Facilities-Based and Resold Services to All International Points Except Country X)  
 Application for Consent to Pro Forma Transfer of Control of Concert Global Networks USA L.L.C. as Holder of Authority Under Section 214 of the Communications Act for Ownership and Operation of Common Carrier Submarine Cable Systems, and for Modification of Authority Under Section 214 of the Communications Act for the Ownership and Operation of Common Carrier Submarine Cable Systems

9. Does the applicant request streamlined processing pursuant to 47 C.F.R. Section 63.12? If yes, include in Attachment 1 a statement of how the application qualifies for streamlined processing.  Yes  No

10. If applying for authority to provide switched services over private lines pursuant to Section 63.16, provide the required showing in Attachment 1.

**Applicant certifies that its responses to questions 11 through 17 are true:**

11. If the applicant is a foreign carrier, or is affiliated (as defined in 47 C.F.R. Section 63.09(e)) with a foreign carrier, provide in Attachment 1 the information and certifications required by Section 63.18(i) through (m).

12. Does the applicant seek authority to provide service to any destination described in paragraphs (1) through (4) of Section 63.18(j)? If yes, list those destinations in Attachment 1 as a response to question 12.  Yes  No

13. Does the applicant seek authority to provide service to any destinations other than those listed in response to question 12 where it has an affiliation with a foreign carrier? If yes, list those destinations in Attachment 1 as a response to question 13.  Yes  No

14. [Section 63.18(h)] In Attachment 2, provide the name, address, citizenship and principal business of the applicant's ten percent or greater direct and indirect shareholders or other equity holders, and identify any interlocking directorates.

15. In Attachment 1, respond to paragraphs (d), (e)(4) and (g) of Section 63.18.

16. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.  Yes  No

17. By checking Yes, the applicant certifies that it has not agreed to accept special concessions directly or indirectly from a 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.  Yes  No

**CERTIFICATION**

18. Typed Name of Person Signing Michelle L. Gallagher	19. Title of Person Signing Concert Global Networks USA L.L.C.
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>	

20. 1: <input type="text" value="WholeAppl"/>	2: <input type="text" value="Attachment"/>	3: <input type="text" value="Attachment"/>
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**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
)  
British Telecommunications plc, )  
BT Group plc, and )  
AT&T Corp. )  
)  
For the Pro Forma Transfer of Control of Concert )  
Global Networks USA L.L.C. as Holder of )  
Authority Under Section 214 of the Communications Act )  
for the Ownership )  
and Operation of Common Carrier Submarine )  
Cable Systems )  
)  
and )  
)  
Concert Global Networks USA L.L.C. )  
BT North America Inc. )  
)  
For Modification of Authority )  
under Section 214 of the Communications Act )  
for the Ownership and Operation )  
of Common Carrier Submarine Cable Systems )

**APPLICATION FOR CONSENT TO PRO FORMA TRANSFER OF  
CONTROL AND MODIFICATION OF AUTHORITY UNDER SECTION 214  
FOR OWNERSHIP AND OPERATION OF COMMON CARRIER  
SUBMARINE CABLE SYSTEMS**

Concert Global Networks USA L.L.C. ("CGN USA"), AT&T Corp. ("AT&T"),  
British Telecommunications plc ("BT") and BT Group plc hereby request  
Commission consent to the pro forma transfer of control of CGN USA as a holder of  
section 214 authority for the ownership and operation of the common carrier

submarine cable systems in which it has and will maintain ownership interests.<sup>1</sup> In addition, CGN USA, Concert Global Networks USA L.L.C. as Temporary Trustee ("CGN USA as Temporary Trustee" or "the Trustee") and BT North America Inc. ("BTNA") hereby request modification of the section 214 authority governing the ownership and operation of the common carrier submarine cable systems in which CGN USA now has ownership interests to recognize the transfer of such ownership interests first to the Trustee and then, subsequently, in part back to CGN USA and in remaining part to BTNA.

For business reasons, AT&T and BT have decided to terminate the Concert joint venture. As part of the proposed unwind, AT&T and BT have agreed that AT&T will acquire exclusive control of CGN USA, a Concert entity that holds "blanket" section 214 authority, section 214 authority for the ownership and operation of common carrier cable systems, and interests in cable landing licenses.<sup>2</sup> CGN USA will assign to BTNA submarine cable capacity originally contributed to the joint venture by BT. For the reasons explained below, cable interests now owned by CGN USA in certain cable systems will be transferred temporarily to the

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<sup>1</sup> As the Commission is aware, BT has recently reorganized itself by creating two new parent companies, BT Group Investments Limited and BT Group plc, in the chain of ownership over British Telecommunications plc. For simplicity, in this application "BT" will refer to either or both of British Telecommunications plc and BT Group plc.

<sup>2</sup> AT&T and BT now jointly control CGN USA. The relevant part of the unwind will take place as follows: 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. Another Concert entity, Concert Global Network Systems, Ltd. also holds a "blanket" section 214 authorization. That authorization will be relinquished as part of the unwind of Concert.

Trustee and, subsequently, the ownership interests held by the Trustee will be divided up between CGN USA and BTNA and transferred from the Trustee to those entities.

To accomplish the unwind, the parties to this application previously filed three other applications, all of which appeared on public notice on December 6, 2001.<sup>3</sup>

One application previously filed is "Application under Section 214 and the Cable Landing License Act for the Transfer of Control of Concert Global Networks USA L.L.C. and for Assignment of Authority under Cable Landing Licenses." That application requests authority to: (1) transfer control of CGN USA from AT&T and BT jointly to the exclusive control of AT&T under each of section 214 and the Submarine Cable Landing License Act;<sup>4</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.<sup>5</sup>

<sup>3</sup> DA 01-2820.

<sup>4</sup> The reference here to section CGN USA's 214 authority refers to the "blanket" section 214 authority held by CGN USA. The instant application seeks authority for the transfer of control of CGN USA as holder of section 214 authority for ownership and operation of common carrier submarine cable systems.

<sup>5</sup> The request to assign authority under cable landing licenses held by CGN USA is a request for modification of the cable landing licenses to which CGN USA is a party. The requested modifications described in that application are as follows: as an initial matter, to add CGN USA as Temporary Trustee as a licensee under the submarine cable landing licenses, and then, subsequently, substitute CGN USA and BTNA for CGN USA as Temporary Trustee as licensees under the submarine cable landing licenses. These modifications of the cable landing licenses are equivalent to, and address exactly the same circumstances as, the modifications to the section 214 authority for ownership and operation of cable systems requested in the instant application.

A second application previously filed is "Application for Authority Pursuant to Section 214 to Transfer Corporate Control of Concert Global Networks USA L.L.C. From British Telecommunications plc and AT&T Jointly to AT&T Exclusively With Respect to Domestic Service." This application seeks authority for the transfer of control of CGN USA from AT&T and BT jointly to AT&T exclusively under the general domestic section 214 authority specified in section 63.01(a) of the Rules. 47 U.S.C. § 63.01.

A third application previously filed, "Violet License Co., L.L.C. Form 312, Application for Transfer of Control," seeks authority for the transfer of control of the 100%-owned CGN USA subsidiary that holds Concert's earth station licenses from AT&T and BT jointly to AT&T exclusively.

When the unwind occurs, some of the cable ownership interests now held by CGN USA will remain with CGN USA. The rest of the cable ownership interests now held by CGN USA will be transferred to a trustee, CGN USA as Temporary Trustee. Some of the cable ownership interests transferred initially to the Trustee will subsequently be transferred back to CGN USA. The remaining cable ownership interests transferred initially to the Trustee will be transferred to BTNA. The initial transfer of such ownership interests by CGN USA to CGN USA as Temporary Trustee will permit CGN USA and BTNA 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 submarine cable systems for which CGN USA is now a holder of ownership and operation authority under section 214 are the totality of the cables listed in Attachments A and B of this application.

The submarine cable systems for which CGN USA is now a holder of submarine cable system ownership and operation authority under section 214 and in which CGN USA will maintain its ownership interests immediately after the unwind are listed in Attachment A. Consent to the pro forma transfer of control to AT&T exclusively of CGN USA as a holder of section 214 authority for the ownership and operation of the submarine cable systems listed in Attachment A is hereby requested.

The submarine cable systems for which CGN USA is now a holder of ownership and operation authority under section 214 and in which such ownership interests will be transferred to CGN USA as Temporary Trustee at the time of the unwind and then subsequently divided between and transferred to CGN USA and BTNA are listed in Attachment B of this Application. Modification of the section 214 authority for the ownership and operation of those submarine cable systems to specify CGN USA as Temporary Trustee initially, and CGN USA and BTNA subsequently, as holders of such ownership and operation authority is hereby requested.

The parties to this application will notify the Commission in writing within 30 days after the ownership interests in a submarine cable system are transferred from the Trustee to CGN USA and BTNA.

No conceivable public interest concern is implicated by the unwinding of the joint venture. There can be no question of the fitness of any of the parties 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.

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 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 RELATED TO REQUEST FOR CONSENT TO PRO FORMA TRANSFER OF CONTROL OF HOLDER OF SECTION 214 AUTHORITY FOR OWNERSHIP AND OPERATION OF COMMON CARRIER SUBMARINE CABLE SYSTEMS**

AT&T and CGN USA submit the following information corresponding to the following provisions of Section 63.18 of the Commission's rules, 47 C.F.R. § 63.18:

- (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  
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Lawrence J. Lafaro  
James J.R. Talbot  
AT&T Corp.  
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Basking Ridge, NJ 07920  
Tel: (908) 221-8410  
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James E. Graf II  
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11911 Freedom Drive  
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Reston, VA 20190  
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Fax: (571) 203-6980

with a copy to:

and

David L. Lawson  
Sidley Austin Brown & Wood  
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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 intend to transfer control of CGN USA as a common carrier holding Section 214 authority for the ownership and operation of submarine cable systems.
- (f) No response required.
- (g) No response required.
- (h) 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>Citizen-ship</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	Telecom-munications	100% of AT&T Communications Services Jamaica L.L.C.

*There is no shareholder or other equity holder owning 10% or more of AT&T.*

- (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 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, 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) will be members of the World Trade Organization at the time the Commission

acts upon these applications. (Taiwan will become a full member of the WTO on January 1, 2002. See [http://www.wto.org/english/thewto\\_e/acc\\_e/newrequest\\_e.htm](http://www.wto.org/english/thewto_e/acc_e/newrequest_e.htm).)

- (l) Not applicable. This application does not seek resale authority.
- (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:

<b>Destination Countries</b>	<b>AT&amp;T and CGN USA will be affiliated with the following foreign carriers:</b>
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.

**II. INFORMATION REQUIRED FOR REQUEST FOR THE MODIFICATION OF SECTION 214 AUTHORITY FOR OWNERSHIP AND OPERATION OF COMMON CARRIER SUBMARINE CABLE SYSTEMS**

Pursuant to Section 63.18 of the Commission’s rules, 47 C.F.R. § 63.18, CGN USA as Temporary Trustee, CGN USA and BTNA submit the following information:

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

**Proposed Holders Of Section 214 Authority for Ownership and Operation of Common Carrier Submarine Cable Systems Pursuant to Requested Modification**

	(1) Names, addresses, and telephone numbers:	(2) Jurisdictions:
Current Holder of Section 214 Authority That Will Assign Ownership Interests Pursuant to Modification Request:	Concert Global Networks USA L.L.C. 11921 Freedom Drive Reston, VA 20190 Tel: (703) 707-4000	Delaware
Temporary Additional Holder of Section 214 Authority As Assignee of Ownership Interests Pursuant to Modification Request:	Concert Global Networks USA L.L.C. as Temporary Trustee 11921 Freedom Drive Reston, VA 20190 Tel: (703) 707-4000	Delaware
Ultimate Additional Holders of Section 214 Authority As Assignees of Ownership Interests from Temporary Trustee Pursuant to Modification Request:	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

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

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and

A. Sheba Chacko  
Linda J. Cicco  
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Fax: (571) 203-6889

(d) CGN USA is currently a holder of section 214 authority for ownership and operation of common carrier submarine cable systems listed in Attachment A and Attachment B. Information about each of those cable systems appears in the Commission's files for each section 214 authorization. CGN also holds "blanket" section 214 authority. BTNA holds "blanket" 214 authority to serve all international routes except Gibraltar. CGN USA will continue to own the segments of the cables identified in Attachment A after the unwind of the Concert joint venture. CGN USA as Temporary Trustee will own the segments of the cables identified in Attachment B immediately after the unwind takes place and until, with respect to each individual cable listed in

Attachment B, the divisions of the ownership interests between CGN USA and BTNA are approved by the parties to the construction and maintenance agreements for such cable. As each such approval is obtained, the ownership interests described in Attachment B will be assigned by CGN USA as Temporary Trustee to CGN USA and BTNA.

- (e) This application seeks authority to modify section 214 authority for ownership and operation of common carrier submarine cable systems. CGN USA, CGN USA as Temporary Trustee and BTNA hereby certify that they will comply with the terms and conditions contained in § 63.21 and § 63.22 and/or § 63.23, as appropriate.
- (f), (g) No response required.
- (h) 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>Citizen-ship</b>	<b>Principal Business</b>	<b>Percent of Ownership</b>
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 AT&T.*

Subsequent to the consummation of the proposed transaction, the following companies will directly and indirectly own 10% or more of BTNA:

<b>Name</b>	<b>Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percent of Ownership</b>
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
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

<b>Name</b>	<b>Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percent of Ownership</b>
BT Group plc	81 Newgate Street London EC1A 7AJ England	England and Wales	Telecom- munications	100% of BT Group Investments Limited

*There is no shareholder or other equity holder owning 10% or more of BT Group plc.*

- (i) CGN USA hereby certifies that upon closing it 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 United Kingdom.

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) CGN USA hereby certifies that upon closing its ultimate parent 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.

<b>Destination Countries</b>	<b>AT&amp;T controls the following foreign carriers:</b>
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

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

<b>Destination Countries</b>	<b>BT controls the following foreign carriers:</b>
Switzerland	Concert Global Networks Limited – Switzerland Branch
Taiwan	Concert Global Networks Service Taiwan Ltd.
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 (g) will be members of the World Trade Organization at the time the Commission acts upon these applications.

With regard to BTNA, all of the foreign countries listed in response to paragraph (g) will be members of the World Trade Organization at the time the Commission acts upon these applications except for Russia 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.

- (l) Not applicable. This application does not seek resale authority.
- (m) Upon closing, CGN USA and CGN USA as Temporary Trustee 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:

<b>Destination Countries</b>	<b>CGN USA and CGN USA as Temporary Trustee will be affiliated with the following foreign carriers:</b>
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 affiliates 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.

Upon closing, BTNA will be affiliated with the carriers listed in response to paragraph (j) as well as the following carriers, which BT and BTNA will not control:

<b>Destination Countries</b>	<b>BTNA will be affiliated with the following foreign carriers:</b>
Italy	Albacom SpA
India	Bharti Cellular Limited
France	Cegetel S.A.
Malaysia	Maxis (including several subsidiaries)
Russia	St. Petersburg International Joint Stock Company

BTNA's affiliated foreign carriers lack sufficient market power to affect competition adversely in the U.S. market in all countries except the United Kingdom. By this application, BTNA certifies that all of the listed affiliates except those in the United Kingdom and Gibraltar 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. We note, additionally, that the Commission has found that BT's affiliates in Australia, Belgium, France, Germany, Hong Kong, Ireland, Italy, Mexico, New Zealand, Russia, Spain, Switzerland, and The Netherlands lack market power. See Merger of MCI Communications Corporation and British Telecommunications plc, Memorandum Opinion and Order, FCC 97-302, 12 FCC Rcd 15351 (1997).

None of the cable systems in which BTNA proposes to acquire operating authority land in Gibraltar. Therefore, this application does not seek authority for BTNA to provide service to Gibraltar, and no showing is necessary.

With respect to services on the U.S.–United Kingdom route, BTNA agrees to be classified as a dominant carrier under Section 63.10 of the Commission’s rules, without prejudice to its right to petition for reclassification at a later date.

- (n) CGN USA, CGN USA as Temporary Trustee and BTNA 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**

AT&T, BT, CGN USA, CGN USA as Temporary Trustee and BTNA 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, the applicants respectfully request that the Commission consent to the transfer of control and modification of section 214 authority for the ownership and operation of common carrier cable systems as requested herein.

Respectfully submitted,

Concert Global Networks USA L.L.C.

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

Michelle L. Gallagher

Concert Global Networks USA L.L.C.

Concert Global Networks USA L.L.C. As Temporary Trustee

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Dated: December 18, 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

SUBMARINE CABLE SYSTEMS FOR WHICH CGN USA HOLDS SECTION 214  
AUTHORITY FOR OWNERSHIP AND OPERATION OF SUBMARINE CABLE  
SYSTEMS FOR WHICH CONSENT TO THE TRANSFER OF CONTROL OF CGN  
USA FROM AT&T AND BT JOINTLY TO AT&T EXCLUSIVELY IS REQUESTED

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

SUBMARINE CABLE SYSTEMS FOR WHICH APPLICANTS REQUEST MODIFICATION OF SECTION 214 AUTHORITY FOR OWNERSHIP AND OPERATION OF SUBMARINE CABLE SYSTEMS TO INCLUDE CGN USA AS TEMPORARY TRUSTEE, CGN USA AND BTNA TO REFLECT THE TRANSFER OF SUCH OWNERSHIP INTERESTS FIRST TO CGN USA AS TEMPORARY TRUSTEE AND THEN SUBSEQUENTLY, IN PART BACK TO CGN USA AND IN REMAINING PART TO BTNA

AMERICAS I	SCL-93-002
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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)

COLUMBUS II	SCL-93-001
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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)

G-P-T	SCL-88-003
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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)

HAWAII 5	SCL-90-004
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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)

- 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)