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IB 02-111



WILEY REIN & FIELDING LLP
1776 K Street, N.W.
Washington, DC
Operating Account

This check is GREEN

DOCKET FILE COPY ORIGINAL 149093 ³

Date	Amount
04/09/2002	*****815.00

Pay Eight Hundred Fifteen and 00/100 Dollars ONLY

To the Order of **FCC**

Bany L. Thomas

Bank of America, N.A.
Washington, DC

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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No. of

(1) LOCKBOX # 358115

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

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

Wiley Rein & Fielding LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$815.00

(4) STREET ADDRESS LINE NO. 1

1776 K Street, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202.719.7000

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

US

FCC REGISTRATION NUMBER (FRN) AND TAX I

(11) PAYER (FRN)

0002151744

(12) PAYER (T

052128998

Non-Streamlined
GTE PACIFICA, INC.

SCL-T/C-20020411-00024

IF PAYER NAME AND THE APPLICANT NAME
IF MORE THAN ONE APPLICANT, USE C

(13) APPLICANT NAME

Pacific Telecom Inc.

(14) STREET ADDRESS LINE NO. 1

P.O. Box 501280

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Saipan

(17) STATE

MP

(18) ZIP CODE

96950

(19) DAYTIME TELEPHONE NUMBER (include area code)

6703222866

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

US

Telecom Division
International Bureau

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

(21) APPLICANT (FRN)

0006243554

(22) APPLICANT (TIN)

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

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

\$815.00

(27A) TOTAL FEE

\$815.00

FCC USE ONLY

(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, _____, 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 _____ DATE _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

VISA

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

SIGNATURE _____ DATE _____

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

In the Matter of)	
)	
BELL ATLANTIC NEW ZEALAND HOLDINGS, INC.)	File No. _____
)	
And)	
)	
PACIFIC TELECOM INC.)	
)	
Application for Authority Pursuant to The Cable Landing License Act to Transfer Control of GTE Pacifica, Inc., a Cable Landing Licensee, to Pacific Telecom Inc.)	
)	

**JOINT APPLICATION FOR TRANSFER OF CONTROL
OF CABLE LANDING LICENSE**

Bell Atlantic New Zealand Holdings, Inc. ("BANZHI" or "Transferor") and Pacific Telecom Inc. ("Pacific Telecom" or "Transferee") (collectively "the Applicants"), by their undersigned counsel, and pursuant to "An Act Relating to the Landing and Operation of Submarine Cables in the United States" ("Cable Landing License Act"), 47 U.S.C. §§ 34-39, Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767, and condition (4) of GTE Pacifica Inc.'s ("GTE Pacifica") cable landing license, hereby request authority for a transfer of control of the cable landing license held by GTE Pacifica from BANZHI to Pacific Telecom.

As described below, and pursuant to grant of this Application, Pacific Telecom will acquire 100% of the outstanding capital stock of Micronesian Telecommunications Corporation ("MTC"), the parent corporation of GTE Pacifica. This transaction will effect an indirect

transfer of control of GTE Pacifica from BANZHI to Pacific Telecom.¹ For the reasons set forth in Section IV below, Applicants respectfully request streamlined treatment of this Application pursuant to Section 1.767(i) of the Commission's Rules, 47 C.F.R. § 1.767(i).

I. THE PARTIES

A. BANZHI

Verizon Communications Inc. ("Verizon"), through a series of wholly owned subsidiaries, owns 100% of the outstanding common stock of BANZHI, a corporation organized under the laws of Delaware. BANZHI is the current shareholder of MTC, the parent corporation of GTE Pacifica. GTE Pacifica, a wholly owned subsidiary of MTC, is a separate entity that provides international telecommunications services in the Commonwealth of the Northern Mariana Islands ("CNMI"). GTE Pacifica holds a cable landing license to land and operate the MTC Interisland Cable—a high-capacity fiber optic digital submarine cable between Saipan, Tinian, and Rota in the CNMI, and between Rota and Guam.²

B. Pacific Telecom

¹ Simultaneous with this Application, BANZHI and Pacific Telecom are filing applications to transfer control of two international Section 214 authorizations, two earth station licenses, a cellular license, and blanket domestic Section 214 authorization held by GTE Pacifica, as well as blanket domestic Section 214 authorization held by MTC. A list of all licenses and authorizations being transferred is attached hereto.

² See *Micronesian Telecommunications Corporation, Application for a License to Land and Operate a High Capacity Digital Submarine Cable System Extending Between the Commonwealth of the Northern Mariana Islands and Guam*, 8 FCC Rcd 748 (1993); *Micronesian Telecommunications Corporation and GTE Pacifica Incorporated, Application for Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, for Pro Forma Assignment of Existing Authority for the CNMI-Guam Submarine Cable and Assignment of the Cable Landing License*, File No. SCL-92-003-AL (Dec. 18, 1997).

Pacific Telecom is a privately held corporation incorporated under the laws of the Commonwealth of the Northern Mariana Islands. Pacific Telecom does not currently hold any cable landing licenses or Section 214 authorizations.³

II. DESCRIPTION OF THE TRANSACTION

By this Application, BANZHI and Pacific Telecom jointly seek Commission approval for an indirect transfer of control, which will result from the transfer of all the capital stock of the current shareholder and parent company of GTE Pacifica, MTC. Specifically, Pacific Telecom will acquire 100% of the outstanding capital stock of MTC from BANZHI, the current shareholder of MTC. BANZHI is indirectly owned and controlled by Verizon through a series of wholly owned subsidiaries. The proposed transaction will result in a transfer of control of MTC and, in turn, will result in an indirect transfer of control of GTE Pacifica to Pacific Telecom. Thus, upon consummation of the transaction, Pacific Telecom indirectly will own 100% of the equity and voting interests in each segment of the MTC Interisland Cable and 100% of the equity and voting interests in each cable landing station. Post-consummation, GTE Pacifica will continue to offer the services it currently offers to its customers under existing service arrangements.

III. PUBLIC INTEREST STATEMENT

Consummation of the proposed transaction is in the public interest. The transferee's shareholders are companies with a strong presence in the Pacific region, giving them substantial community of interest with the CNMI, the territory served by GTE Pacifica. In particular, the principals of the transferee's fifty percent shareholder, Prospector Investment Holdings Inc.,

³ Pacific Telecom is not affiliated with a former Commission licensee of similar name (Pacific Telecom, Inc.). See *Pacific Holdings, Inc. Transferor, and Century Telephone Enterprises, Inc. Transferee, For Consent to Transfer Control of Pacific Telecom, Inc.*, DA 91-2225, Memorandum Opinion and Order, 13 FCC Rcd 8891 (1997).

have substantial experience in building and operating a telecommunications carrier (since divested) in the Philippines. Additionally, indirect thirty percent shareholder, Tan Holdings Corporation, is a CNMI company that is the largest private employer and taxpayer in the CNMI. This aspect of local ownership will benefit GTE Pacifica and its customers.

IV. ELIGIBILITY FOR STREAMLINED PROCESSING

This application is eligible for streamlined processing pursuant to Section 1.767(i), 47 C.F.R. § 1.767(i) because Pacific Telecom is not a foreign carrier and is not affiliated with a foreign carrier. 47 C.F.R. § 1.767(k).

V. INFORMATION REQUIRED BY SECTION 1.767(a)

(1) Name, address and telephone number:

Transferor: Bell Atlantic New Zealand Holdings, Inc.
c/o Christopher M. Bennett
1095 Avenue of the Americas
Room 3828
New York, NY 10036
Tel: (212) 395-0029
Fax: (212) 764-2739

Transferee: Pacific Telecom Inc.
c/o Colin M. Thompson
P.O. Box 501280
Saipan, MP 96950
Tel: (670) 322-2866
Fax: (670) 322-4716

(2) Transferor: BANZHI is organized under the laws of the State of Delaware.

Transferee: Pacific Telecom is organized under the laws of the Commonwealth of the Northern Mariana Islands.

(3) Correspondence concerning this application should be sent to:

(For the Transferor)

Peter D. Shields
Jennifer Hindin
WILEY REIN & FIELDING LLP
1776 K Street, N.W.
Washington, D.C. 20006
Tel: (202) 719-7000
Fax: (202) 719-7049

with copies to:

Stephen B. Heimann
Associate General Counsel
Verizon Communications Inc.
1717 Arch Street, 32nd Floor
Philadelphia, PA 19103
Tel: (215) 963-6437
Fax: (215) 963-9195

(For the Transferee)

Kenneth D. Patrich
Timothy J. Cooney
Wilkinson Barker Knauer, LLP
2300 N Street, NW
Suite 700
Washington, DC 20037
Tel: (202) 783-4141
Fax: (202) 783-5851

with copies to:

Jose Ricardo Delgado
Prospector Investment Holdings Inc.
4/F SGV II Building
6758 Ayala Avenue
Makati City, Philippines
Tel: (632) 812-7711
Fax: (632) 812 7719

and:

Colin M. Thompson
Pacific Telecom Inc.
P.O. Box 501280
Saipan, MP 96950

Tel: (670) 322-2866

Fax: (670) 322-4716

- (4) Not applicable.
- (5) Not applicable.
- (6) Not applicable.
- (7) Not applicable.
- (8) Pacific Telecom certifies that it is not a foreign carrier and is not currently affiliated with any foreign carrier.

Information Required By Sections 63.18(h)-(k), and 63.18(o):

- (h) After completion of the transaction, the following persons or entities will hold a ten percent (10%) or greater ownership interest in GTE Pacifica:

Name: Micronesia Telecommunications Corporation
Address: P.O. Box 500306
Saipan, MP 96950
Citizenship: USA/CNMI Corporation
Percentage Held: 100% equity
Principal Business: Communications Investment

The following person will hold a direct ownership interest in MTC and a ten percent (10%) or greater indirect ownership interest in GTE Pacifica.

Name: Pacific Telecom Inc.
c/o Colin M. Thompson
Address: P.O. Box 501280
Saipan, MP 96950
Citizenship: USA/CNMI Corporation
Percentage Held: 100%
Principal Business: Communications Investment

The following persons or entities will hold a direct ownership interest in Pacific Telecom and a ten percent (10%) or greater indirect ownership interest in GTE Pacifica upon consummation of the proposed transaction.

Name: Prospector Investment Holdings Inc.

Address: c/o Trident Trust (Cayman) Ltd.
One Capital Place
P.O. Box 847
Grand Cayman, B.W.I.

Percentage Held: 50% equity
Citizenship: U.K./Cayman Island Corporation
Principal Business: Communications Investment

Name: THC Communications Corporation
Address: P.O. Box 501280
Saipan, MP 96950

Percentage Held: 30% equity
Citizenship: USA/CNMI Corporation
Principal Business: Communications Investment

Name: Missouri Holdings Corporation
Address: P.O. Box 712
Saipan, MP 96950

Percentage Held: 20% equity
Citizenship: USA/CNMI Corporation
Principal Business: Communications Investment

The following persons or entities will hold an indirect ownership interest in Pacific Telecom and a ten percent (10%) or greater indirect ownership interest in GTE Pacifica upon consummation of the proposed transaction.

Name: Jose Ricardo Delgado
Address: 4/F SGV II Building
6758 Ayala Avenue
Makati City, Philippines

Percentage Held: 20% equity
Citizenship: Philippines
Principal Business: Individual

Name: Ricardo C. Delgado
Address: 4/F SGV II Building
6758 Ayala Avenue
Makati City, Philippines

Percentage Held: 30% equity
Citizenship: Philippines
Principal Business: Individual

Name: Tan Holdings Corporation
Address: P.O. Box 501280
Saipan, MP 96950

Percentage Held: 30% equity

Citizenship: U.S.A./C.N.M.I. Corporation
Principal Business: Communications Investment

Name: Siu Lin Tan (Trustee and beneficiary of various Tan Family Trusts)
Address: P.O. Box 501280
Saipan, MP 96950
Percentage Held: 30% equity
Citizenship: U.S.A./C.N.M.I.
Principal Business: Trust/Communications Investment

Name: Michael Leung
Address: P.O. Box 500712
Saipan, MP 96950
Percentage Held: 20% equity
Citizenship: Canada
Principal Business: Individual

No member of Pacific Telecom's board of directors also serves on the board of directors of a foreign carrier.

- (i) Pacific Telecom certifies that it is not a foreign carrier and is not currently affiliated with any foreign carrier.
 - (j) Pacific Telecom certifies that it does not seek to provide international telecommunications services to any destination country where:
 - (1) Pacific Telecom is a foreign carrier in that country; or
 - (2) Pacific Telecom controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of Pacific Telecom, or that controls Pacific Telecom, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Pacific Telecom and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
 - (k) Not applicable.
 - (o) Pacific Telecom certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (9) Pacific Telecom certifies it accepts and will abide by the routine conditions set forth in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

(10) Not applicable.

(11) Not applicable.

V. **CONCLUSION**

For the reasons stated herein, Bell Atlantic New Zealand Holdings, Inc. and Pacific Telecom Inc. respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application for consent to an indirect transfer of control of the cable landing license held by GTE Pacifica to Pacific Telecom.

**BELL ATLANTIC NEW ZEALAND
HOLDINGS, INC.**

By: 

Christopher M. Bennett
General Counsel and Secretary
Bell Atlantic New Zealand
Holdings, Inc.
1095 Avenue of the Americas,
Rm. # 3828
New York, NY 10036

Respectfully submitted,

PACIFIC TELECOM INC.

By: _____

George Chiu
Director and Authorized
Representative
Pacific Telecom Inc.
P.O. Box 501280
Saipan, MP 96950

Dated: April 10, 2002

Respectfully submitted,

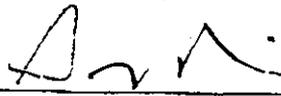
**BELL ATLANTIC NEW ZEALAND
HOLDINGS, INC.**

PACIFIC TELECOM INC.

By:

Christopher M. Bennett
General Counsel and Secretary
Bell Atlantic New Zealand
Holdings, Inc.
1095 Avenue of the Americas,
Rm. # 3828
New York, NY 10036

By:



George Chiu
Director and Authorized
Representative
Pacific Telecom, Inc.
P.O. Box 501280
Saipan, MP 96950

Dated: April 10, 2002

EXHIBIT 1

FCC Authorizations Held by Micronesian Telecommunications Corporation and GTE Pacifica Inc.

International Section 214 Authorizations

ITC-214-19970502-00247;
ITC-ASG-19971211-00776;
ITC-97-779-AL
ITC-97-288

214 Authorization for Facilities-Based and Resale (Switched and Private Line Non-Interconnected and Interconnected where lawful), excluding the Dominican Republic and Venezuela (GTE Pacifica)

ITC-ASG-19971211-00778;
ITC-97-778-AL

214 Authorization to Construct and Operate the MTC Interisland Cable System Between the Commonwealth of the Northern Mariana Islands and Guam Granted By ITC-92-140 [8 FCC Rcd 750 (1993)] (GTE Pacifica)

Cable Landing License

SCL-92-003-AL

Cable Landing License to Land and Operate the MTC Interisland Cable System Between the Commonwealth of the Northern Mariana Islands and Guam Granted by SCL-92-003 [8 FCC Rcd 750 (1993)] (GTE Pacifica)

Earth Station Authorizations

SES-LIC-20000414-00563;
E000164

C-band transmit/receive earth station to provide digital voice/data services (GTE Pacifica)

SES-RWL-20001006-01900;
Ka-34

C-band transmit/receive earth station to provide digital voice/data services (GTE Pacifica)

Wireless Telecommunications Authorization

KNKN616

Common Carrier Radio License for Cellular Radio Telephone Service (GTE Pacifica)

Domestic Section 214 Authorization

Blanket Authorization

Domestic Interstate 214 Authorization for CNMI and Guam Inter-exchange Carrier Operations (GTE Pacifica)

Blanket Authorization

Domestic Interstate 214 Authorization for CNMI Local Exchange Carrier Operations (Micronesian Telecommunications Corporation)