

ORIGINAL

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

RECEIVED

AUG 16 2002

In the Matter of )  
)

**WORLDCOM, INC.,**  
**on behalf of its Subsidiary,**  
**MFS CableCo U.S., Inc.** )  
)

DOCKET FILE COPY ORIGINAL

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

File No. WC-02-215

Application for Authority for a *Pro Forma*  
Assignment of Cable Landing License )  
)

APPLICATION

WorldCom, Inc.<sup>1</sup> ("WorldCom"), on behalf of its subsidiary, MFS CableCo U.S., Inc., hereby requests approval for the *pro forma* assignment of the cable landing license held by MFS CableCo U.S., Inc. to MFS CableCo U.S., Inc. as Debtor-In-Possession,<sup>2</sup> pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Section 1.767 of the Commission's rules, 47 C.F.R. § 1.767 (1999), and Executive Order No. 10530. This cable landing license is listed in Attachment A hereto.

Concurrent with this application, WorldCom is filing a request for a waiver of the filing fees that would normally be required with an application for assignment of a cable landing license. As discussed in the waiver request, WorldCom believes that, due to the extraordinary circumstances of this filing, the public interest would be greatly disserved by requiring WorldCom to submit filing fees with this application. WorldCom, therefore, requests that the Commission process this application as it is currently submitted, without requiring the payment of filing fees.

<sup>1</sup> At the request of the International Bureau, WorldCom is filing separate applications for approval of the *pro forma* assignment of the cable landing licenses held by each of its various direct and indirect subsidiaries, as follows: MCI Communications Corporation, MCI International, Inc., WorldCom International Data Services, Inc., MFS CableCo U.S., Inc., Overseas Telecommunications, Inc., and MFS Globenet, Inc.

<sup>2</sup> As Debtors-In-Possession, WorldCom and its subsidiaries will retain possession of their property and assets and carry on their business during the reorganization process.

*atg*

On July 21, 2002, WorldCom, Inc. and substantially all of its active U.S. subsidiaries, including those holding U.S. cable landing licenses, filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code to reorganize their business and financial structure. *In re WorldCom, Inc., et al.*, Chap. 11 Case Nos. 02-13533 (Bankr. S.D.N.Y. 2002). WorldCom advised the Commission of its Chapter 11 filings on July 21, 2002.

Due to the critical need to maintain the confidentiality of WorldCom's impending Chapter 11 filing and the rapid unfolding of events leading up to the filings, WorldCom could not seek prior approval of the instant *pro forma* assignment. WorldCom, therefore, requests that the Commission grant it a waiver of the conditions of its cable landing licenses to the extent, if any, that those conditions require it to obtain prior approval for a *pro forma* assignment. Further, because this transaction is *pro forma* in nature, WorldCom requests that the FCC grant this application pursuant to its grant stamp procedure.

WorldCom certifies that any transfer of control or assignment that has occurred as a result of the Chapter 11 petitions is *pro forma* pursuant to Section 63.24(a) of the Commission's rules, 47 C.F.R. § 63.24(a), and that the Chapter 11 petitions do not change the ultimate ownership or control of WorldCom or its subsidiaries.

In accordance with Section 1.767 of the Commission's rules, 47 C.F.R. §1.767, WorldCom submits the following information with respect to the U.S. cable landing licenses it holds:

(1) Name, address, and telephone numbers:

Assignor and

Licensee: MFS CableCo U.S., Inc.  
500 Clinton Center Drive  
Clinton, Mississippi 39056  
(601) 360-8600

Assignee: MFS CableCo U.S., Inc.  
500 Clinton Center Drive  
Clinton, Mississippi 39056  
(601) 360-8600

(2) Assignor and Licensee: MFS CableCo U.S., Inc. is a corporation organized under the laws of the State of Delaware.

Assignee: MFS CableCo U.S., Inc. is a corporation organized under the laws of the State of Delaware.

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

Kerry E. Murray  
Director, International Regulatory Affairs  
WorldCom, Inc.  
1133 19th Street, N.W.  
Washington, D.C. 20036  
(202) 736-6053 (Tel.)  
(202) 736-6083 (Fax)

with a copy to:

Karen M. Johnson  
Associate Counsel  
WorldCom, Inc.  
1133 19th Street, N.W.  
Washington, D.C. 20036  
(202) 736-6453 (Tel.)  
(202) 736-6492 (Fax)

- (4) A listing of the cable landing license held by MFS CableCo U.S., Inc. and the original file number of this license is attached hereto as Attachment A.
- (5) A general description of the cable landing location identified in Attachment A are already on file with the Commission in the original license files and is incorporated by reference herein.
- (6) This cable is operated on a common carrier or non-common carrier basis, as described in its original license, and referenced herein.
- (7) On July 21, 2002, WorldCom and substantially all of its active U.S. subsidiaries, including those holding U.S. cable landing licenses, filed for protection under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. WorldCom and its subsidiaries continue to be in possession of their property and management of their businesses as Debtors-In-Possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. The

voting and ownership interests in the cable identified above have not changed as a result of such filings.

- (8) The foreign carrier affiliations of WorldCom have not changed as a result of such filing.
- (9) WorldCom understands that the Commission generally treats bankruptcy-related filings as involuntary transactions (regardless of whether they are initiated by the licensee or its creditors) that qualify for *pro forma* treatment.<sup>3</sup> Although prior Commission approval generally is required for *pro forma* assignments of cable landing licenses, WorldCom was precluded from submitting an application prior to its Chapter 11 filing because of the critical importance of maintaining the confidentiality of WorldCom's impending Chapter 11 filing and the rapid unfolding of events leading up to the bankruptcy filing. There is ample Commission precedent recognizing that *nunc pro tunc* approval is appropriate for involuntary assignment applications filed within thirty (30) days of the filing of a bankruptcy petition.<sup>4</sup>

To the extent the Commission believes that prior approval is required for involuntary assignments of cable landing licenses in a Chapter 11 context, WorldCom requests a waiver of the prior approval requirement. Waiver is appropriate if special circumstances warrant a deviation from the general rule and such deviation would better serve the public interest than would strict adherence to the general rule.<sup>5</sup> The circumstances of this request, namely the recent filing by WorldCom of petitions under Chapter 11, present special circumstances warranting a waiver. Moreover, there are no specific procedures for bankruptcy filings for cable landing licenses. In fact, WorldCom's international Section 214 authorizations are subject to simple after-the-fact notifications. Finally, under the Commission's new cable landing licensing rules, prior approval is not required for *pro forma* assignments or transfers of control of cable landing licenses that were issued after March 15, 2002. Grant of a waiver of the prior approval requirement under these circumstances would serve the public interest and would not undermine the policy objectives of the International Bureau because WorldCom promptly notified the Commission staff of its Chapter 11 filing.

- (10) WorldCom certifies that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

---

<sup>3</sup> See *Application for Pro Forma Transfer of Control of Cable Landing Licenses of Viatel Inc. to Viatel Inc. as Debtor-in-Possession*, File No. SCL-T/C-20010507-00015 (granted June 15, 2001).

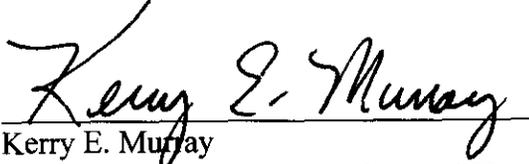
<sup>4</sup> See, e.g., *Padre Serra Communications, Inc.*, 14 FCC Rcd 9695 (1999).

<sup>5</sup> *Northeast Cellular Tel. Co. L.P. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990).

**CONCLUSION**

For the reasons presented herein, WorldCom, Inc., on behalf of its subsidiary, MFS CableCo U.S., Inc., submits that the public interest, convenience and necessity would be served by a grant of this application for *pro forma* assignment of its cable landing license. WorldCom, therefore, respectfully requests that the International Bureau grant its application.

Respectfully submitted,

By:   
Kerry E. Murray  
Director, International Regulatory Affairs  
WorldCom, Inc.  
1133 19th Street, N.W.  
Washington, D.C. 20036  
(202) 736-6053 (Tel.)  
(202) 736-6083 (Fax)

Karen M. Johnson  
Associate Counsel  
WorldCom, Inc.  
1133 19th Street, N.W.  
Washington, D.C. 20036  
(202) 736-6453 (Tel.)  
(202) 736-6492 (Fax)

Dated: August 16, 2002

ATTACHMENT A

**Submarine Cable Landing License Held by MFS CableCo U.S., Inc.**

Cable System	Licensed Entities	FCC ID Number
Gemini	MFS CableCo U.S., Inc.	SCL-LIC-19960606-00229