

03-115

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING	FEDERAL COMMUNICATIONS COM REMITTANCE ADVIC	SPECIAL ACP 3 0 2003
(1) LOCKBOX # 358115		FCC USE ONLY Division

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Wiley Rein and Fielding LLP</b>	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$860.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>1776 K Street, N.W.</b>	
(5) STREET ADDRESS LINE NO. 2	

DOCKET FILE COPY ORIGINAL

(6) CITY <b>Washington</b>	(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-719-7000</b>	(10) COUNTRY CODE (if not in U.S.A.)	

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

(11) PAYER (FRN) <b>0002151744</b>	(12) PAYER (TIN) <b>0521289988</b>
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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 <b>Pacific Telecom Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>c/o Wilkinson Barker Knauer LLP</b>		
(15) STREET ADDRESS LINE NO. 2 <b>2300 N Street, N.W.: Suite 700</b>		
(16) CITY <b>Washington</b>	(17) STATE <b>DC</b>	(18) ZIP CODE <b>20037</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>202-783-4141</b>	(20) COUNTRY CODE (if not in U.S.A.)	

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

(21) APPLICANT (FRN) <b>0006243554</b>	(22) APPLICANT (TIN)
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>
(26A) FEE DUE FOR (PTC) <b>\$860.00</b>	(27A) TOTAL FEE <b>\$860.00</b>	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:
<input type="checkbox"/> MASTERCARD		
<input type="checkbox"/> 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** ) File No. \_\_\_\_\_  
**HOLDINGS, INC.** )  
 )  
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.<sup>1</sup>

<sup>1</sup> On March 19, 2003, Pacific Telecom and Bell Atlantic New Zealand Holdings, Inc. withdrew all the associated transfer of control applications under consideration in IB Docket No. 02-111 and placed on public notice on May 16, 2002. See *Commission Seeks Comment on Applications for Consent To Transfer Control Filed By Bell Atlantic New Zealand Holdings, Inc. and Pacific Telecom Inc.*, DA 02-1173, May 16, 2002.

As described below, and pursuant to grant of this Application, Pacific Telecom will acquire 100% of the outstanding capital stock of The 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.<sup>2</sup> 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.<sup>3</sup>

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<sup>2</sup> 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.

<sup>3</sup> 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).

## **B. Pacific Telecom**

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.<sup>4</sup>

## **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 one hundred percent shareholder, Prospector Investment Holdings Inc., has substantial experience in building and operating a telecommunications carrier (since divested) in the Philippines. See

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<sup>4</sup> 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).

“Petition of Pacific Telecom Inc. For Declaratory Ruling Under Section 310(b)(4) of the Communications Act, As Amended” filed on this date by Pacific Telecom for further discussion of the public interest benefits of this proposed transaction.

**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 Kenneth D. Patrich  
Wilkinson Barker Knauer, LLP  
2300 N Street, N.W., Suite 700  
Washington, D.C. 20037-1128  
Tel: (202)783-4141  
Fax: (202)783-5851

(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, 32<sup>nd</sup> 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

- (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: The Micronesian 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.  
Address: c/o Kenneth D. Patrich  
Wilkinson Barker Knauer, LLP  
2300 N Street, N.W., Suite 700  
Washington, D.C. 20037-1128  
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: 100% equity  
Citizenship: U.K./Cayman Island 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: 40% equity<sup>5</sup>  
Citizenship: Philippines  
Principal Business: Individual

Name: Ricardo C. Delgado  
Address: 4/F SGV II Building  
6758 Ayala Avenue  
Makati City, Philippines  
Percentage Held: 60% equity<sup>6</sup>  
Citizenship: Philippines  
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.<sup>7</sup>

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<sup>5</sup> Jose Ricardo Delgado holds a 40% direct ownership interest in Prospector Investment Holdings, Inc., which, in turn, will hold 100% of Pacific Telecom.

<sup>6</sup> Ricardo C. Delgado holds a 60% direct ownership interest in Prospector Investment Holdings, Inc., which, in turn, will hold 100% of Pacific Telecom.

<sup>7</sup> Neither Prospector nor Citadel currently holds an equity interest in any telecommunications common carrier. For the sake of full disclosure, however, Pacific Telecom notes the fact that Citadel holds convertible interests in Textron Corporation ("Textron"), a small Philippines corporation (less than \$2 million in annual revenues). Textron is a systems integrator that provides corporate customers with broadband connectivity via satellite and radio microwave. Although Textron has been granted a Philippines telecommunications franchise to provide such services, it has not received authority from the national telecommunications commission to act as a common carrier.



- (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.

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Indeed, Textron provides no voice communications services and is not affiliated with any telecommunications common carrier in the Philippines. Moreover, Citadel currently has no involvement in day-to-day management of Textron.

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.

By:  \_\_\_\_\_  
Jose Ricardo Delgado  
Director and Authorized Representative  
Pacific Telecom Inc.

Dated: April 18, 2003

Respectfully submitted,

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

By:   
\_\_\_\_\_  
Christopher M. Bennett  
General Counsel and Secretary  
Bell Atlantic New Zealand  
Holdings, Inc.

**PACIFIC TELECOM INC.**

By: \_\_\_\_\_  
Jose Ricardo Delgado  
Director and Authorized  
Representative  
Pacific Telecom Inc.

Dated: April 18, 2003

**FCC Authorizations Held by The 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**

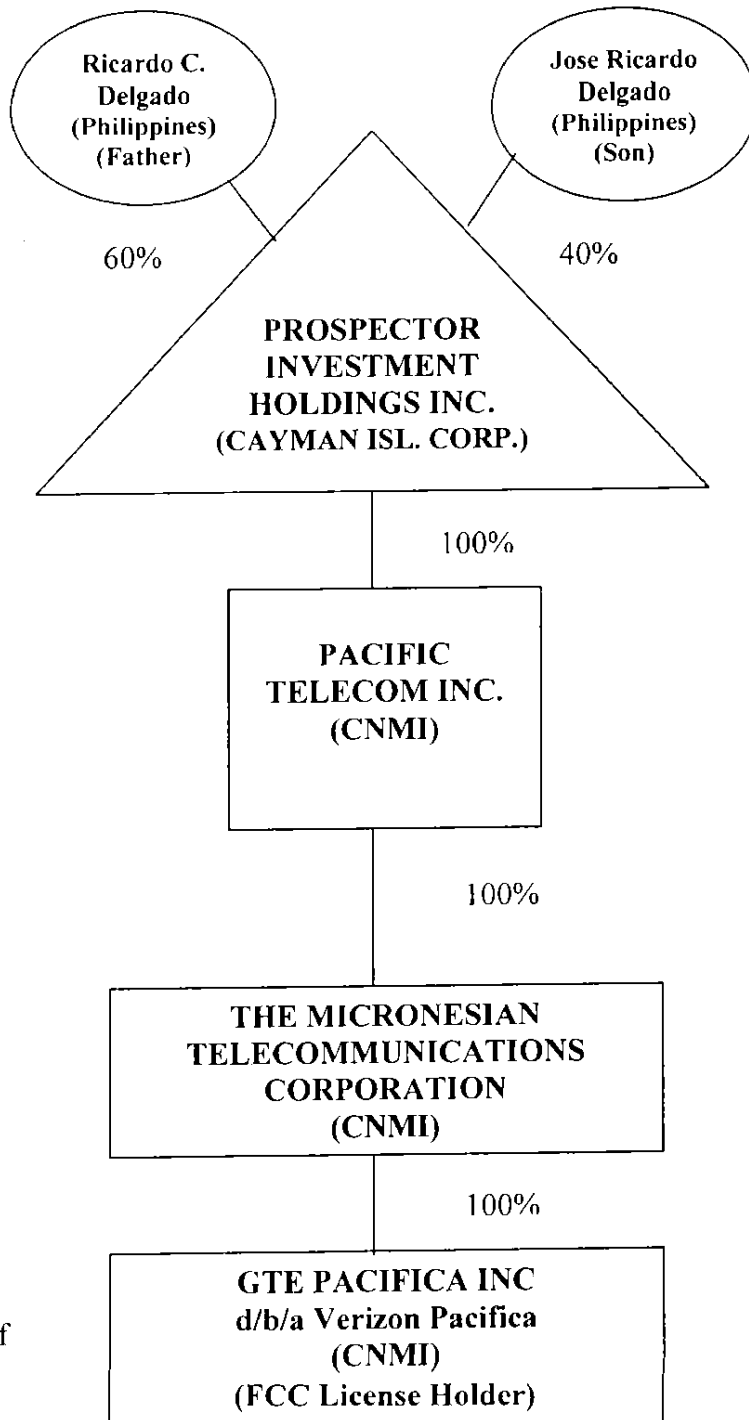
Blanket Authorization

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)

**PACIFIC TELECOM INC.  
OWNERSHIP STRUCTURE**



(CNMI) =  
incorporated in  
Commonwealth of  
Northern Mariana  
Islands

**WILEY REIN & FIELDING LLP**

**159878**

1776 K Street, N.W.  
Washington, DC  
**Operating Account**

Date	Amount
03/19/2003	*****860.00

**Pay** Eight Hundred Sixty and 00/100 Dollars ONLY

**To the Order of** FCC

*Barry L. Strauss*  
Bank of America, N.A.  
Washington, DC  
(Two Signatures Required For Amounts Over \$1,000.00)

⑈ 159878 ⑈ ⑆054001204⑆ ⑈000003702987⑈

Attached is our check in full settlement of items shown hereon. If not correct, please return with explanation or call us at (202)719-7512.

**No. 159878**

FCC					Check Date 03/19/2003	
Description	Date	Invoice No.	Amount of Invoice	Discount	Net	
FCC FILING (214)	03/19/2003		860.00	.00	860.00	
				<b>Total</b>	860.00	

Remittance Advice  
Detach before depositing

**WILEY REIN & FIELDING LLP**  
**Operating Account**