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

In the Matter of	IB Docket No. 02-286
	File Nos. ISP-PDR-20020822-0029;
GLOBAL CROSSING, LTD.	ITC-T/C-20020822-00406
(Debtor-in-Possession),	ITC-T/C-20020822-00443
	ITC-T/C-20020822-00444
Transferor,	ITC-T/C-20020822-00445
	ITC-T/C-20020822-00446
and	ITC-T/C-20020822-00447
	ITC-T/C-20020822-00449
	ITC-T/C-20020822-00448
GC ACQUISITION LIMITED,	SLC-T/C-20020822-00068
	SLC-T/C-20020822-00070
Transferee	SLC-T/C-20020822-00071
	SLC-T/C-20020822-00072
Application for Consent to Transfer	SLC-T/C-20020822-00077
Control and Petition for Declaratory	SLC-T/C-20020822-00073
Ruling	SLC-T/C-20020822-00074
	SLC-T/C-20020822-00075
	0001001014

COMMAXXESS' FOURTH SUPPLEMENTAL RESPONSE TO ST TELEMEDIA'S THIRD APPLICATION FOR CONSENT TO TRANSFER CONTROL AND PETITION FOR DECLARATORY RULING

On June 5, 2003 the United States Bankruptcy Court, SDNY approved the sale of Pacific Crossing Ltd for $63 million. The Global Crossing cable system and four landings in Japan and the United States were built at a cost of $1.35 billion.

The disclosed buyer is Pivotal Private Equity[1] and is a matter that demands the full scrutiny and attention of this Commission. These parties are attempting to do an end around on what CFIUS ruled on regarding Hutchison and dupe this Commission into approving change of control in a bifurcated manner that has the same end objective.

Global Crossing approved to sell unit to Pivotal[2]

Thursday June 5, 12:39 pm ET

[1] http://www.pivotalgroup.com/equitysenior.html
[2] http://biz.yahoo.com/rc/030605/telecoms_globalcrossing_pivotal_1.html

PHILADELPHIA, June 5 (Reuters) - Global Crossing Ltd. (Other OTC:GBLXQ.PK - News) on Thursday received bankruptcy court approval to sell its Pacific Crossing Ltd. unit, which operates a high-speed communications network between Japan and the United States, to Pivotal Private Equity for $63 million.

Pivotal said the deal is expected to close by the end of the year.

The network, completed in 2000 at a cost of more than $1.35 billion, provides voice, Internet and data communications services. It includes two undersea fiber optic cable systems and four landing stations located in the United States and Japan.

Global Crossing filed for bankruptcy last year amid a hefty debt load, a glut of fiber-optic network capacity throughout the industry, and slack demand in a weak economy.

Who is Pivotal Private Equity and are they yet another Global Crossing Insider?

Are they yet another party with conflicts of interest?

Is this yet another ruse to skirt around FCC requirements and CFIUS?

This Commission is about to learn that the answer to those questions is affirmative for each of them.

PIVOTAL PRIVATE EQUITY

Jahm Najafi – is CEO of Pivotal Private Equity, a division of the Pivotal Group. **His previous experience with Salomon Brothers in New York and Los Angeles** provided him with a diverse background involving institutional investments. He is fluent in the creation of alternative financing structures and the implementation of effective performance enhancement strategies.

Mr. Najafi earned his Masters in Business and Economics from Harvard University after earning his B.A. in Economics and Political Science from the University of California, Berkeley. He is active in the Urban Land Institute and serves on Arizona State University's Committee for Design Excellence. Additionally, Jahm serves on the Board of Directors for the Phoenix Symphony and Phoenix Metropolitan Area Convention and Visitors Bureau and other civic organizations. He is a founding partner of Social Venture Partners Arizona, which is a pooled, philanthropic fund that "invests" in emerging nonprofit organizations in a manner analogous to a venture capital fund investing in an emerging business. The partners support this innovative, entrepreneurial philanthropy model by making a financial commitment and, at their option, contributing management and technical expertise to the nonprofit "investees".

Jahm received the National Conference for Community and

> Justice ("NCCJ") 2001 Humanitarian Award. He was recognized twice by The Business Journal-Phoenix: in 1998 as one of the "Valley's Most Influential" individuals and in 2001 as one of the most influential business leaders under the age of 40, receiving their "Top 40 under 40 Award".

First Conflict of Interest: As you will see below, Citigroup is very much involved in some matters regarding this and Citigroup acquired Salomon Brothers, hence Salomon Smith Barney. This Respondent was there and that was when we severed all relations with the company.

> **Keith W. Baum, CFA** – is Vice President of Pivotal Private Equity and is **responsible for analyzing and executing the firm's investment assets**. Prior to joining the Pivotal Group, he worked in private equity with Valley Ventures. **Before moving to Arizona in 1998, Mr. Baum resided in Asia for 17 years. Fluent in Japanese, he was employed with Goldman Sachs, most recently as Director of Asia Research in their Hong Kong office.** He earned a B.A. in Economics from Kalamazoo College and an MBA from Stanford University. He is a Chartered Financial Analyst. Mr. Baum serves on the boards of the Interlochen Center for the Arts and Kalamazoo College.

Second Conflict of Interest: As you will see below, Goldman Sachs is one of the investors in the proposed Asia Global Crossing acquisition by China Netcom. This is not about "percentage of ownership". This is about circumventing national security so our greedy investment banks can seize the market opportunity they smell in China; i.e. money. That is explained below in an article. This Respondent smells "*mendacity*".

> **Peter A. Woog** – serves as a consultant for Pivotal Private Equity. Additionally, in his capacity as president of Gray Fox Enterprises, a management consulting firm, he assists corporate managers and investors with business strategies and execution. Mr. Woog was with AT&T for over three decades, rising to Vice President, and has served as CEO for closely held as well as publicly traded communications companies, including **International FiberCom and Cable Systems Holding Company, a Citicorp Venture Capital portfolio company. Additionally, he was a director for IPC Communications and IXNET**. Mr. Woog holds a B.S. in Mechanical Engineering from Lowell Technological Institute (University of Massachusetts-Lowell) and a Master of Science in Management Science from Stevens Institute of Technology. Since 1993, he has served on the Board of Directors of the Arizona Science Center, including Chairman of the Board for two years.

Third Conflict of Interest: Mr. Woog's involvement in IPC, IXNet, Citicorp's Cable Systems Holding Company, and in partnership with a former Goldman Sachs Asia person in the form of Keith Baum means these parties are not "arm's length".

Interesting name they have for their company, Pivotal Private Equity. The Global Crossing scam and the ability of Asia Global Crossing and China Netcom to have free access to the United States is "**pivotal**" on the FCC Commission failing to see what they are doing and approving change of control on not one, but **three deals** where all parties are related and have a common objective; Global Crossing, China Netcom acquisition of Asia Global Crossing and former Goldman Sachs and Smith Barney affiliates getting control of Pacific Crossing Ltd. What would be interesting to know is where that $63 million really came from by name of the person(s) or entities.

Global Crossing and this band of compatriots of theirs cannot seem to find, seek or allow any person or any entity that does not have prior dealings and conflicts of interest in being involved in the Global Crossing bankruptcy or any asset of the estate. There is a reason for that and there is a reason for their absolute fear of due diligence.

Mr. Woog was a named defendant in at least three Delaware[3] class[4] action[5] shareholder lawsuits that was brought regarding the Global Crossing IPC – IXNet transaction. In short, the class action lawsuits surrounding Global Crossing conduct did not start in 2002. They started in the year 2000 with these lawsuits unless there were earlier such lawsuits. It should be required reading in Washington, DC as it is a good primer on how numbers were "engineered" to suit the insiders and select few and abuse anyone that was wide open to be abused like small investors that are kept out of the loop. See also <u>Attachment 2</u>.

Just a hint to our federal law enforcement and securities regulators; maybe Jack Grubman was touting such weak telecom stocks because his parent company had major exposure on Cable Systems Holding Company, not to mention the conflict of interest of being competitor, fiber and capacity supplier and underwriter / market maker.

The following is an example of three things. First, it is in fact a "nesting-doll arrangement".[6] Second, it does in fact tie Mr. Woog directly into a deal involving a Citigroup subsidiary and Global Crossing. Third, we have been waiting for about two years for Phoenix to show up for the party. That city is another place one would not normally go looking for sharks. Note the Cable Holdings address shown below.

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[3] http://www.legalcasedocs.com/120/240/486.html
CaseNo: C.A. No. 17,815, CourtCode: CC, CourtName: IN THE COURT OF CHANCERY IN THE STATE OF DELAWARE, Plaintiff: BLISKO, State: DE Delaware, UniqueCaseRef: DE>CC>00017815, Ipc, Ixnet, Shares, Shareholders, Global Crossing, Minority Shareholders, Directors, Transaction

[4] http://www.legalcasedocs.com/120/240/440.html
CaseNo: C.A. No. 17,873, CourtCode: CC, CourtName: IN THE COURT OF CHANCERY IN THE STATE OF DELA, Plaintiff: WEINTRAUB, State: DE Delaware, UniqueCaseRef: DE>CC>00017873, Ipc, Ixnet, Shares, Shareholders, Global Crossing, Minority Shareholders, Directors, Transaction,

[5] http://corporate-law.widener.edu/documents/complaints/17814-001.pdf

[6] CommAxxess ECFS filing, June 4, 2003

EXECUTION COPY[7]

CONSENT AND VOTING AGREEMENT, dated as of February 22, 2000 (the "Agreement"), among GLOBAL CROSSING LTD., a company formed under the laws of Bermuda ("Parent"), CABLE SYSTEMS HOLDING, LLC, a Delaware limited liability company ("CSH"), and each of the other signatories hereto (and together with CSH, the "Stockholders").

WHEREAS, concurrently herewith, Parent, **Georgia Merger Sub Corporation**, a Delaware corporation and a wholly owned subsidiary of **Parent** ("**GC Merger Sub**"), **IPC Communications, Inc**.,[8] a Delaware corporation (the "Company"), **IPC Information Systems, Inc**[9]., a Delaware corporation and a wholly owned subsidiary of the Company ("IPC Systems"), **Idaho Merger Sub Corporation**, a Delaware corporation and a wholly owned subsidiary of the Company ("**IPC Merger Sub**"), and **IXnet, Inc**., a Delaware corporation and a subsidiary of the Company ("IXnet"), are entering into an Agreement and Plan of Merger (as such agreement may be amended from time to time and whether or not such agreement has been terminated, the "Merger Agreement"; terms used but not defined herein shall have the meanings set forth in the Merger Agreement) pursuant to which (i) the Company will be merged with and into IPC Systems (the "Intercompany Merger"), (ii) IPC Systems will be merged with and into GC Merger Sub (the "IPC Merger") and (iii) IPC Sub will be merged with and into IXnet (the "IXnet Merger" and together with the Intercompany Merger and the IPC Merger, the "Mergers");

4.5 Transfer of Shares of Parent Common Stock. (a) None of CSH, its Permitted Transferees (as defined below) or Richard Kleinknecht[10] (collectively, the "Outside Stockholders") shall directly or indirectly, Transfer any shares of the Common Stock, par value $.01 per share, of Parent ("Parent Common Stock") until the first anniversary of the Closing, except (i) **in the case of CSH, to Citicorp Venture Capital, Ltd. ("CVC") or another subsidiary of Citigroup** which shall have agreed by reasonably satisfactory instrument delivered to Parent to be bound by the provisions of Sections 4.5 and 4.6 hereof (collectively, the "Permitted Transferees"),

10.2 Notices. All notices, demands and other communications (collectively, "Notices") given or made pursuant to this Agreement shall be in writing and shall be deemed to have been duly given if sent by registered or certified mail, return receipt requested, postage and fees prepaid, by overnight service with a nationally recognized "next day" delivery

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[7] http://techdeals.startup.findlaw.com/agreements/globalcrossing/cable.vote.2000.02.22.html. Full copy available at this link.

[8] See page 4, **Peter A. Woog; Additionally, he was a director for IPC Communications and IXNET**

[9] Subsidiary IPC Information Systems purchased by Goldman Sachs December 18, 2001 just before Global Crossing bankruptcy was filed January 28, 2002. Now we have former Citigroup and former Goldman Sachs persons as the purported purchasers of Pacific Crossing Ltd.

[10] http://www.nysba.org/Content/NavigationMenu/News/On_the_Case/otc082902.pdf. Evidently Richard Kleinknecht got taken on some ride.

company such as Federal Express or United Parcel Service, by facsimile transmission, or otherwise actually delivered to the following addresses:

(a) If to Parent:

Global Crossing Ltd.
360 N. Crescent Drive
Beverly Hills, CA 90210
Attention: James C. Gorton
Facsimile: 310-281-5820

with a copy to:

Simpson Thacher & Bartlett[11]
425 Lexington Avenue
New York, New York 10017
Attn: D. Rhett Brandon[12]
Fax: 212-455-2502

(b) If to CSH:
Cable Systems Holding, LLC
206 East Forest Hills Drive
Phoenix, AZ 85022
Attention: Peter Woog
Fax: 602-789-8847

with copies to:

Citicorp Venture Capital, Ltd.
399 Park Avenue - 14th Floor
New York, New York 10043
Facsimile No.: 212- 888-2940
Attn: Richard M. Cashin, Jr.; and[13]

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[11] http://contracts.corporate.findlaw.com/agreements/globalcrossing/cable.vote.2000.02.22.html in this February 2000 document James C. Gorton of Simpson Thacher is listed as Senior Vice President and General Counsel of the "Georgia Merger Sub" and "the parent"; to wit: "*CONSENT AND VOTING AGREEMENT, dated as of February 22, 2000 (the "Agreement"), among GLOBAL CROSSING LTD., a company formed under the laws of Bermuda ("Parent"), CABLE SYSTEMS HOLDING, LLC, a Delaware limited liability company ("CSH"), and each of the other signatories hereto (and together with CSH, the "Stockholders"). 1.2 Proxy. Each Stockholder hereby grants to, and appoints, Parent and Robert Annunziata, Chief Executive Officer of Parent, Dan J. Cohrs, Chief Financial Officer of Parent, and James C. Gorton, Senior Vice President and General Counsel of Parent, in their respective capacities as officers of Parent,*"

[12] Federal authorities should see the **March 2000** S-3 filed by Global Crossing with the SEC dated only 2 weeks or so later. D. Rhett Brandon and **James C. Gorton names appear on that document as attorneys for Simpson Thacher & Bartlett**. 10,000,000 shares of convertible preferred and 31,200,000 shares of common stock that "netted no funds to Global Crossing" according to the S-3 statements and would have generated over $1 billion for the persons and entities holding the shares. The document also disclosed that Hutchison was involved as a debt holder. Involved were many pension funds including Arkansas Public Employee Retirement System, Tennessee, Delaware, Massachusetts, Florida, California, Oregon, etc.

Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, NY 10178
Attention: Philip H. Werner
Fax: 212-309-6273; and

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Facsimile: 212-735-2000
Attention: Joseph A. Coco, Esq.; and

(c) If to any other Stockholder:

To such person(s) and address(es) set forth under such Stockholder's signature

GLOBAL CROSSING LTD.

By: /s/ Thomas J. Casey

Name: Thomas J. Casey
Title: Vice Chairman of the Board

CABLE SYSTEMS HOLDING, LLC

By: /s/ Peter A. Woog

Name: Peter A. Woog
Title: Manager

By: /s/ Richard Kleinknecht

Name: Richard Kleinknecht

Richard P. Kleinknecht
15 Banbury Lane
Huntington, NY 11745

with a copy to:

White & Case

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[13] http://news.cnet.com/investor/news/newsitem/0-9900-1028-20655406-0.html According to this CNET article Mr. Cashin is now Chairman of Bank One affiliate One Equity Partners. This is the group that bought the Polaroid assets in the 2002 Delaware bankruptcy of Polaroid. Never listed as an asset of that estate in bankruptcy was the artwork. That artwork was reportedly worth more than Polaroid and accrued to the new Deal Doers.
See http://www.house.gov/delahunt/polaroid.htm
See http://www.cfo.com/article/1,5309,8524%7C17%7CM%7C466%7C,00.html

1155 Avenue of the Americas
New York, New York 10036
Attention: Edward F. Rover, Esq.
Fax: (212) 354-8113

By: /s/ David Walsh

Name: David Walsh

IPC Communications, Inc.
Wall Street Plaza
88 Pine Street
New York, NY 10005
Attention: David Walsh
Fax: (212) 344-5106

By: /s/ Anthony Servidio

Name: Anthony Servidio

IPC Communications, Inc.
Wall Street Plaza
88 Pine Street
New York, NY 10005
Attention: David Walsh
Fax: (212) 344-5106

ALLEGRA CAPITAL PARTNERS III, L.P.

Its General Partner:
Allegra Partners III, L.P.

By: /s/ Richard W. Smith

Name: Richard W. Smith
Title: Managing Partner

Allegra Capital Partners III, L.P.
515 Madison Avenue
New York, NY 10022-5403
Attention: Richard W. Smith
Fax: (212) 759-2561

One of the downsides of the "nesting-doll arrangement" is that once it is created it also potentially creates a lot of "security leaks" and "canaries" that might tell all or cost a considerable amount of money to keep them shut up. Actually, it is one of the tyrannies of the nesting-doll schemes of doing business through deceit.

As for Allegra Capital Partners[14], Mr. David Walsh (former IPC Communications) named above can be found at Moneyline Telerate, 212-553-2500.

> *"MARCH 22, 2002*
> ***Allegra invests in Moneyline Telerate****.*
> *Moneyline Telerate, a global provider of integrated real-time information and transaction services to the capital markets, announced today a financing from Allegra Partners. Allegra joins One Equity Partners and Japan's QUICK Corp. as shareholders in the NYC-based company."*

This is part of what to look for in "nesting-doll arrangements". Protect those that were party to the deals, move them, invest in their new ventures, keep them happy and quiet so they will not tell all they know. Make sure they have sufficient financial motives to keep their mouth shut.

> *"FEBRUARY 22, 2000*
> ***Global Crossing LTD. Agrees to Acquire IPC/IXnet for $3.8 billion.***
> *IPC Communications, Inc. (AMEX:IPI) which, together with its 73% owned subsidiary, IXnet, Inc. (NASDAQ:EXNT), provides a broad range of value-added voice and data communications solutions to the financial services community announced today its agreement to be acquired by Global Crossing LTD. Global Crossing is the world's first independent global provider of state of the art Internet and long distance telecommunications facilities and related services utilizing a network of undersea and terrestrial digital fiber optic cable systems."*

> *"JANUARY 31, 2000*
> ***IXnet Chairman Richard W. Smith Named New Chairman of IPC Communications, Inc. Managing Partner at Allegra Capital Partners to Lead Both Companies In Continued Global Expansion.***
> *Rick Smith, a Managing Partner of Allegra, was named Chairman of the Board of IPC Communications, Inc. (AMEX:IPI), an Allegra III portfolio company. IPC is the world's leading supplier of voice trading systems for the financial community and is the 84% owner of IXnet, Inc. (NASDAQ:EXNT). IXnet provides a high performance intelligent global extranet designed exclusively for the financial community."*

> *"AUGUST 12 , 1999*
> ***IXnet, Inc. Successfully Completes Initial Public Offering.***
> *IXnet, Inc. (NASDAQ: EXNT) successfully completes its initial public offering raising over $90 million of capital to support the continued growth of its network services business. "Our August IPO marked the successful completion of a vital step in the evolution of our business and has provided a powerful base for the next stages of development," said David Walsh, CEO of IXnet. "We are on track to achieve both our near and longer term goals to continue the build-out of our intelligent extranet for the financial services community."*

Of course, the underwriter was Smith Barney again and again.

Another clue is to look for counsel that can hide, or purport to hide, certain matters behind "attorney-client privilege" by flipping back and forth between being

[14] http://www.allegrapartners.com/whatsnew.html

"officer of the corporation" and being "legal counsel to the corporation". See footnotes 11 and 12 above.

Here are the principal team members of Allegra:[15]

LARRY J. LAWRENCE

Larry Lawrence has been a professional venture capital investor since 1970 when he joined Citicorp Venture Capital ("CVC"). As President and Chief Investment Officer of CVC, Larry was actively involved in building a major institutional portfolio which included many pioneering successes in the venture industry. Since 1981, Larry has founded and been a managing partner of a series of independent venture funds which have collectively sponsored nearly 100 growth companies in a broad range of technology and service industries.

RICHARD W. SMITH

Rick Smith has worked in partnership with Larry Lawrence since 1979 and has spearheaded Allegra's highly successful activities in the telecommunications and software industries. Rick has become a well-known practitioner of the art of value-added investing as he has helped to guide several Allegra portfolio companies through the challenges of developing high growth businesses.

With some "venture capital" firms, "value-added investing" is a euphemism for ladder up schemes, false valuations to pass through to the investing public to make a lot of money for the venture capitalist, underwriters and the "deal team", and can usually be found inside of "nesting-doll" transactions where every party to the transaction is related in one manner or another and all working in collusion to do so.

GOLDMAN SACHS IN NOT ARMS LENGTH OR WITHOUT MOTIVATION

Recent announcements of China Netcom being the buyer of Asia Global Crossing have surfaced. Who is China Netcom and do they have any ties back to the people who want to keep Global Crossing as a "lock up" bankruptcy?

China Netcom Announces Completion of US$325 Million Private Equity Placement[16]

Beijing, China, February 19, 2001 – China Netcom Corporation Ltd. (CNC), a facilities-based broadband telecommunications operator in China, has announced the closing of a US$325 million private equity placement.

The placement attracted a group of high profile investors including US-based investment bank Goldman Sachs, media giant News Corp., and state-owned Chinese banks Bank of China and China Construction Bank. The group's

[15] http://www.allegrapartners.com/team.html
[16] http://www.cnc.net.cn/b_enews/enews/enews20010219.html

investment in CNC represents approximately 12% via China Netcom Corp. (HK) Ltd.

The transaction ranks among the largest private equity placements in Asia, and is the first direct private investment by international investors in China's telecommunications industry.

Mr. Edward Tian, CEO of China Netcom says, "I'm very pleased with the closing, which could not have been accomplished without the strong support from the industry regulators and the state government. I'm glad that we have selected the group of investors who share our vision about the future. The event signifies the further opening of China's telecom industry. Going forward, we will focus on enhancing our operations to meet the high expectations from our enthusiastic investors and business partners".

*Commenting on its investment in China Netcom, **Mr. Mark Schwartz, Chairman of Goldman Sachs (Asia)** said: "CNC represents a unique opportunity for international investors to participate directly in the future growth of China's telecommunications industry. The quality of CNC's management team and its leading position in a sector that presents some of the highest rates of growth potential in the industry really make CNC stand out as a leader in China's New Economy."*

Credit Suisse First Boston served as CNC's financial advisor in the share placement.

Posted: 04/01[17]

Business & Finance

China Netcom Closes $325 Million Foreign Investment

Goldman Sachs and News Corp. Lead Funding

By Josh Long

China Netcom Corp. (CNC, www.cnc.net.cn) has announced the closing of a US$325 million private equity investment, representing a 12 percent interest in the carrier and foreshadowing the possibility that other carriers will be able to access capital overseas.

The investment marks one of the "largest private equity placements in Asia and is the first direct private investment" by foreigners in the telecom sector in China, CNC says.

The leading investors include U.S.-based investment bank Goldman Sachs & Co[18]. (www.gs.com) and media titan The News Corp. Ltd. (www.newscorp.com), a CNC spokeswoman says. State-owned institutions Bank of China (www.bank-of-china.com) and China Construction Bank (www.ccb.com.cn) also are stakeholders, according to a news statement CNC

[17] http://www.phoneplusinternational.com/articles/141sec2.html
[18] http://edition.cnn.com/2002/BUSINESS/asia/11/17/hk.global.biz/

issued. Other investors include Dell Computer Corp.'s (www.dell.com) chairman and CEO Michael Dell; Kerry Group's (www.kerrygroup.com) Robert Kuok; Sun Hung Kai Properties Ltd.'s (www.shkp.com.hk) Kwok Brothers; and Henderson Land Development Co. Ltd. (www.hld.com) founder, managing director and chairman Lee Shau Kee; the Hong Kong Economic Times reported last November.

Cynthia Wang, a CNC spokeswoman, **declined to confirm the newspaper report or disclose the names of the other stakeholders**. A formal decision has not been made on whether the leading investors will hold a seat on the board of directors, Wang said in an interview in early March.

The ownership structure of China Netcom is generically addressed at Hoover's.[19] Note the ties between CICC and China Construction Bank and direct ownership in CICC by the Government of Singapore.

This Respondent has not seen any information provided by Applicants Hutchison and STT or now STT alone acknowledging that the ultimate parent of STT, the Singapore Government, is in fact a co-owner of the entity that purports to be the purchaser of Asia Global Crossing and involved in CICC.

See May 9, 2003 filing by this Respondent:

As noted above, the Commission is not expected 'to play procedural games with those who come before it in order to ascertain the truth.''[9] *It is the Applicants who should report that under Section 1.65; neither interested parties such as ACN nor the Commission staff should be required to operate in the dark. The applications should be dismissed as hypothetical or inconsistent under Section 1.747*[10] *of the Commission's rules or alternatively processing should be suspended until the dust settles at CFIUS and in the Bankruptcy Court.*

[9]RKO General v FCC, 216 U.S. App D.C. 57, 71, 670 F.2d 215, 229 (1981) (internal citations omitted)

Additionally, reference the May 26, 2003 ECFS submission by this Respondent on page 37:

Additionally, the Singapore government has appointed former U.S. ambassador to Singapore Steven J. Green, as its representative to the United States government[20].

[19] http://www.hoovers.com/co/capsule/9/0,2163,102729,00.html

[20] Singapore appoints former Global Crossing board member and ERISA fraud, class action securities fraud defendant Steven J. Green as the U.S. representative for Singapore. http://starbulletin.com/2002/08/31/business/bizbriefs.html

We can all probably safely presume that any role Mr. Green might play on behalf of the Singapore government might include its interests in CICC and China Netcom and the proposed Asia Global Crossing takeover from the Bankruptcy Court.

CITIGROUP IS NOT WITHOUT MOTIVATION OR ARM'S LENGTH IN ANY GLOBAL CROSSING MATTERS

China reshapes telecom mandates[21]

By Jackie Horne 03 December 2001

Merrill Lynch, Morgan Stanley and CICC retain the mandate for China Telecom South as investment banks position themselves to win the northern mandate.

China Telecom South is likely to be the first of four major international capital fundraisings from the Mainland's telecom sector next year, with the leads said to be targeting listing on the Hong Kong and New York stock exchanges by the end of the second quarter. Bankers comment that the pecking order and exact structure of the four deals from - China Telecom South, China Mobile, China Unicom and China Netcom (CT North) - will be critical if China is to successfully push out well over $10 billion of paper in a market where telecom valuations remain low.

As the head of Asian telecoms at one US investment bank puts it, "Emerging market fixed line telephone companies are completely out of vogue and valuations are exceptionally low. Each company needs to carefully consider its fund raising mix for international versus domestic and debt versus equity markets."

The Chinese government announced last week that incumbent fixed line operator China Telecom is being divided into southern and northern companies in a split that falls almost exactly along the Yangtze River. The northern company will contain 10 provinces and about a quarter of existing fixed line customers, while the southern will contain 21 provinces and three quarters of existing customers.

Prior to the split, advisors Merrill Lynch, Morgan Stanley and CICC had audited four provinces in the south and two in the north. One key question will be whether China Telecom South now decides it needs to inject more provinces into the listed vehicle, or to retain them at the parent level and wait for global valuations to improve.

Currently, the leads are said to be targeting an IPO of about $5 billion.

Morgan Stanley and CICC also hold the mandate for a roughly $2 billion follow-on offering for China Unicom, which forms part of a $10 billion asset injection from the parent to the listed vehicle. Telecom experts say that this stands either second or third in the pecking order with China Mobile, leaving China Netcom to bring up the rear.

The battle to win China Netcom is already shaping up to be one of the most keenly fought mandates of 2002, with Goldman Sachs a clear front runner because of its close relationship with the old China Netcom management and particularly its entrepreneurial and politically well-connected head Edward Tien. The 38-year old, who has built China Netcom into an efficient company of less than 5,000 employees since inception in 1999,

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[21] http://www.financeasia.com/Articles/5AD63519-E45D-11D5-81D80090277E174B.cfm

is also tipped to become the new CEO of the northern company, which will retain the China Netcom name.

Goldman, along with News Corp, Bank of China and China Construction Bank purchased a combined 12% stake in China Netcom for $325 million earlier this year, although their shareholdings are likely to be heavily diluted in the new entity.

Because of its shareholding, BOCI Capital is also likely to be frontrunner for domestic advisor. Other international banks with strong credentials will include UBS Warburg, which has been working with both Goldman and BOCI Capital on the Bank of China IPO and is keen to further its Chinese privatization credentials.

So too, Salomon Smith Barney now has the services of Margaret Ren, one of the most well connected bankers in the Mainland telecoms sector and a well-respected pan Asian telecoms team behind her. Following its recent hiring of CICC head Carl Walters, JPMorgan will also be hoping to leverage his advisory experience with the old China Telecom.

In some respects, telecom experts believe that China Netcom has a number of advantages over China Telecom South. Although it is a much smaller proposition, the inclusion of the old China Netcom gives the company a valuable national fibre optic network, which can be teamed up with the underutilized packet switching capabilities of China Telecom's Data Bureau.

"Jitong Communications has also been thrown into the northern half," a banker explains, "although this has probably been designed to put it out of its misery since its fibre optic network has not been a success.

"But," he adds, "Netcom has a modern IP backbone and with the northern part of China Telecom, it gains scale and access. Future competition is not going to be adding new fixed line services, but in the high margin, low capex, data services business. Because it has a national network, Netcom has, at the very least, a heads up in this respect."

A second key consideration will be the government's attitude to awarding new mobile licenses. Uncertainty over this issue and billing methods has placed a heavy drag on the share prices of China Mobile and China Unicom all year. Although both companies have now rebounded from their 52 week lows, they have still vastly underperformed every single China index.

China Mobile closed Friday at HK$27.65, down 35.09% on the year and China Unicom at HK$8.90, down 25.52% on the year.

To the end of October, the Chinese government said that there were 136 million cellular users on the Mainland, up from 131 million in September and 175 million fixed line users, up from 171 million the previous month.

WHO IS CICC?

The Board of Directors of China International Capital Corporation Limited(CICC) today announced the resignation of Peter Clarke as Chief

Executive Officer of CICC
CHINA INTERNATIONAL CAPITAL CORPORATION BOARD OF DIRECTORS ANNOUNCES CHANGES TO THE FIRM'S SENIOR MANAGEMENT

2001-12-28

(Beijing, December 28, 2001) - The Board of Directors of China International Capital Corporation Limited (CICC)[22] today announced the resignation of Peter Clarke as Chief Executive Officer of CICC.

Wang Xuebing, Chairman of CICC and President of China Construction Bank,said,"Peter has decided to leave the firm for personal reasons. While his experience and leadership will be greatly missed, we fully respect his decision. During his time as CEO, Peter achieved many of the things that we had hoped for in terms of developing leadership, corporate governance and planning at the company".

Established in 1995, CICC is China's leading investment bank. The firm is a joint venture between China Construction Bank, Morgan Stanley International Incorporated, China National Investment and Guaranty Corporation Limited, **Government of Singapore Investment Corporation Pte Ltd**, and The Mingly Corporation Limited. CICC's business includes investment banking, sales and trading, and research.

A CLUE WHAT TO LOOK FOR TO DETECT NESTING-DOLL ACTIVITY

We are presuming that the Commission and probably most of the Global Crossing shareholders were not aware of a fact that surfaced in the United Kingdom bidding for G3 wireless licenses. It appears that most Global Crossing shareholders were led to believe that Crescent Wireless was a subsidiary of Global Crossing. However in two separate press releases in the U.K regarding the license bidding an interesting comment was inserted into those articles.

> ***Crescent Wireless*** *is a recently organised company whose shareholders have significant interests in Global Crossing. The shareholders of Crescent Wireless have granted an option to Global Crossing to purchase up to 100% of Crescent Wireless.*

Article 1 (second article at BBC link below):

P/2000/16[23]

Patricia Hewitt, the Small Business and E-commerce Minister today named the companies who have applied to bid in Europe's first auction for third generation mobile telecommunication licences in March.

Third generation mobile will allow users to surf the internet, rapidly download e-mails, music and high quality pictures, and hold video conferences on the move.

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[22] http://www.cicc.com.cn/
[23] http://www.spectrumauctions.gov.uk/press/200112.htm

Ms Hewitt said:[24]

"Thirteen groups have applied to bid in Europe's first ever 3G auction. I am delighted that nine potential new entrants to the UK mobile telecoms market see the opportunities and have applied to take part, including interest from outside the traditional telecoms market.

"The prospect of one or more new mobile operators and the increased competition and innovation that this will bring is good news both for UK consumers and the economy.

"Greater competition will spur the faster roll out of more innovative services, fresh approaches, and cheaper prices. UK consumers can expect to gain early access to this exciting new technology."

The Government will auction five licences for blocks of spectrum for 3G services. The licence with the largest amount of spectrum is reserved for a new entrant to the UK mobile telecoms market. Reserve prices for the five licences total £500 million.

Crescent Wireless Limited is a recently organised company whose shareholders have significant interests in Global Crossing. The shareholders of Crescent Wireless have granted an option to Global Crossing to purchase up to 100% of Crescent Wireless.

Applications were submitted by:

3G (UK) Limited*

BT(3G) Limited

Crescent Wireless Limited*

Epsilon Tele.Com PLC*

NTL Mobile Limited*

One.Tel Global Wireless Limited*

One2One Personal Communications Limited

Orange 3G Limited

SpectrumCo Limited*

TIW UMTS (UK) Limited*

Telefonica UK Limited*

Vodafone Limited

WorldCom Wireless (UK) Limited*

Article 2:

3G Bidders Get The Jitters[25]

[24] http://news.bbc.co.uk/1/hi/business/694140.stm

BY PAUL QUIGLEY

APRIL 10, 2000

LONDON-It was only a matter of time. In the fifth week of relentless, daily, multi-round bidding for third-generation wireless licenses in the United Kingdom, several of the 13 auction hopefuls became balky racehorses.

Anxious stock markets, analysts and media are questioning the inflated prices being offered for 3G licenses, totaling more than $20 billion by the middle of last week, all of which made for a slippery racetrack. Concern is rising in some quarters not only over the prospect that this auction could be a replay of the pricey C-Block debacle in the United States, but also over the possibly uncertain future of the U.K.'s high-flying Internet economy.

The U.K.'s 3G auction may have entered a horse-trading phase, with network hopefuls cutting deals to acquire spectrum from the eventual winning bidders.

First to drop out of the auction last week was Global Crossing's Crescent Wireless, which caved in at $3 billion and withdrew quietly without any formal statement. As late as Round 88, Crescent had bid $2.74 billion for License D, but just three rounds later the insurgent operator bowed out of the race. Crescent clearly was good for $3 billion, but when bidders topped that psychological barrier Crescent balked like a racehorse at the final hurdle–while other bidders swept past.

However, there's still hope for Crescent: **Parent company Global Crossing** reportedly is a possible takeover target for Deutsche Telekom, the German telco that still is in the 3G bidding through its own vehicle, PCS operator One 2 One.

Here is one article representing that Global Crossing is the **parent of Crescent** and two articles clearly stating that Global Crossing has the **right to acquire Crescent** from its "*shareholders have significant interests in Global Crossing*".

That is called "roll up" and it was Global Crossing management collaborating, conspiring and scheming to create the roll ups "to themselves" at grossly inflated prices, lay that off on the public shareholders of Global Crossing, and as early as June 25, 2001 start the bankruptcy planning and takeover process to wipe out the shareholders after Hutchison signed its Confidentiality Agreement to start the process.

When "roll ups" are done from disparate companies and management teams, separate legal counsel, few problems typically exist. Where the "roll up" is a device of

[25] http://www.wirelessweek.com/index.asp?layout=article&articleid=CA2237

management and insiders it is a total, complete and unmitigated travesty of corporate governance.

The Global Crossing matter is replete with examples of where management members were the investors and the end objective was to do a "roll up" into Global Crossing at considerable profit to management. This Respondent submits that such management members were "compensated" sufficiently by the company and shares they held without devising schemes to go "into the till" more than once.

Jack Grubman's biggest sin was not in "touting" to get business for his overlords. It was the touting that allowed many artificially valued "roll ups" to occur enriching both his company and parent, himself, and the players like Global Crossing management, all at the expense of the investing public.

Every crime has certain elements. This one had four: i.) the means; and ii.) the opportunity; and iii.) a weapon of choice; and iv.) a motive.

The means is simple; the capital markets and those who abuse them to the detriment of the investing public.

The opportunity is simple; structure it so obtuse that the public shareholders do not realize that the management team is playing venture capitalist with public money and the intent was to exact as much personal profit as possible from public shareholders. Why not when the longer-range intent is to blow them all out in bankruptcy any way?

The weapon of choice; trading systems and collaborative trading schemes to devalue a massive asset base to eliminate the shareholders and take over a strategic asset.

The motive; billions to be made in the China market for our investment bankers and as icing on the cake, a multi-billion dollar asset takeaway (Global Crossing) as the enticement. The "founders" had already done one "roll up" after another, lined their pockets and the shareholders were never the wiser until the rug was yanked out.

In all due respect, it is not the mandate of this Commission to create new underwriting opportunities for Wall Street at the expense of the investing public, sales of computers by Dell in China by overlooking the larger national security issues and that fact that these Applicants have not been forthcoming with information as required by the Commission rules, regulations and the laws of the United States.

Nor is it the mandate of this Commission to tolerate the "procedural games" being put forth previously by Hutchison and ST Telemedia, now ST Telemedia as a standalone buyer of Global Crossing, notwithstanding that an end-around is on progress on China Netcom and Pacific Crossing Ltd at this very moment.

The CFIUS mandate is to make certain that the national security of the United States is not being compromised by these Applicants or this Commission.

We have already shown that Icahn and Blackstone can hardly be considered "arm's length". Mr. Carl Grivener[26] recently left Global Crossing to be the new XO CEO and suddenly we have Icahn come in to get done what STT cannot do quickly. That would make a reasonable person grasp that Global Crossing and XO are not arm's length by the explicit definition of the term. This has "set up" written all over it.

Is the Commission paying attention yet? None of these parties are arm's length. All of these parties are working in collusion towards their objective; they are all in collusion.

We have yet to get a media outlet willing to release our press release announcing a higher and better offer. See Attachment 1. In their desperation to get pieces of this sham put to bed the information lanes are being blocked. Notwithstanding that, we have made certain that tens of thousands of FCC filed documents and our press release are in the right hands. Certain media sources do see what is transpiring and about to release this story.

The Global Crossing shareholders are about to rise up in mass. Of that this Respondent is certain. The more they read and compare to what they already know, the more they can clearly see what has been done, who did it, how they did it, and how they are trying to cover it up and get by with it.

Fifty-nine years ago today, thousands of soldiers died storming the beaches of Normandy. It marked the beginning of the end of Nazi fascism a la Third Reich. Today, the small investors of this nation are besieged and plundered by financial terrorist. This Respondent has shared its opinion with the DOJ that the financial terrorist are doing far more harm to this country and its citizens than the Al Queda style terrorist. It is not only that investors have lost faith in our capital markets. They have also lost faith in those that purport to regulate and protect.

By and large American investors can see quite clearly that no one in Washington, DC will draw a line in the sand, and tell these financial terrorist "NOT ON MY WATCH."

We are confident that we have enough information, evidence and persons to back that up in a court of law to reverse any Final Order of Bankruptcy in the Global Crossing matter under RICO, treble damages and disgorgement. What has been going on here goes way beyond the plain vanilla class action stock fraud case. It was premeditated intent, conspiracy and collusion to steal from investors because they know that all Washington, DC will do is slap their wrists, fine them lightly and unleash them right back into the markets. In all due respect, that is an insult to the rest of the American citizens who have been plundered and many of them to the point of being financially devastated.

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[26] http://www.xo.com/news/153.html

This Respondent submits that is both feasible and possible to get rid of the Wall Street and corporate thugs and replace them with persons who have honor, morals, honesty, integrity and will not let their greed blind their judgment.

This Respondent requests to be noticed on all matters pertaining to any change of control application filed by either Asia Global Crossing, Ltd, or Pacific Crossing, Ltd or any other Global Crossing subsidiary either direct or indirect.

This Respondent also requests that this Commission get its website updated and current so that the public can see what was filed by STT on May 22 and 23 and filed by this Respondent since on May 26, May 30, June 4 and June 6, 2003 and the many public comments that have also been filed.

Respectfully submitted,

Karl W. B. Schwarz
Chairman, Chief Executive
501-663-4959

Dated: June 6, 2003

CERTIFICATE OF SERVICE

I, Karl W. B. Schwarz, hereby certify that on this 6th day of June, 2003, I caused a true and correct copy of the foregoing Supplemental Response to Applicants' Motion for Declaratory Ruling to be served on the following parties in the manner indicated:

Qualex International
By E-mail: qualexint@aol.com

J. Breck Blalock
By E-mail: bblalock@fcc.gov

Susan O'Connell
By E-mail: soconnel@fcc.gov

Kathleen Collins
By E-mail: kcollins@fcc.gov

Elizabeth Yokus
By E-mail: eyokus@fcc.gov

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By E-mail: znakazaw@fcc.gov

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By E-mail: ndellar@fcc.gov

John G. Malcolm
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10^{th} Street & Constitution Ave, N.W.
Washington, DC 20530
By Email

Patrick W. Kelley
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Ave, N.W.
Washington, DC 20535
By First Class Mail

Debbie Goldman
Louise Novotny
Communications Workers of America
By E-mail: Debbie@cwa-union.org

ACN
Mr. Gerald Lederer
glederer@millervaneaton.com

ATTACHMENT 1

PRNewswire refused to publish our press release. Reuter's has now sat on it since Tuesday, June 3, 2003.

John Fund and Dennis Berman of the WSJ have information have the information. However, we have little faith that the WSJ would cast any doubts concerning the integrity of the persons or firms involved in this matter.

Washington Times has the information.

LATimes and its lead Global Crossing reporter Elizabeth Douglass. To her credit, this Respondent has heard that Ms. Douglass is trying to go around the editors that do not want her to publish what is going on at this time regarding Global Crossing. Heaven forbid an LA paper would tell the whole Global Crossing story.

FOR IMMEDIATE RELEASE

COMMAXXESS, Inc. Offers to Acquire Global Crossing for $815 Million

Tuesday, June 4, 2003

Washington, DC, June 4, 2003 /PRNewswire via COMTEX/ -- COMMAXXESS, Inc. ("COMMAX") today announced that it has made an offer to acquire all of the assets of Global Crossing LTD., and Global Crossing Holdings LTD, collectively ("Global Crossing") for consideration of over $800 million cash plus conversion of creditor claims into Newco equity shares. The COMMAXXESS offer increases the proceeds available to creditors by over $300 million above the current bid by Singapore Technologies Telemedia PTE LTD and over $100 million above the Carl Icahn / XO Communications offer announced late Friday, May 30. The offer is being forwarded today to advisors for the Bondholders and Banks and the Company and notice provided to the U.S. Trustee and Court.

The Offer also provides that the Global Crossing preferred and common shareholders that are to receive nothing under the STT or Icahn proposals would receive 10% of the Newco stock. Additionally, the proposal would increase the priority claim payments to Ad Hoc Former Global Crossing employees who have lost their retirement plans by $10,000,000 if approved by the Bankruptcy Court in New York.

The Global Crossing creditors would receive an initial cash payment of $415,730,000 distributed quite differently than proposed by Global Crossing in its Disclosure Statement filed in December 2002 and approved by the Court. Additionally, the creditors would receive 30% of the Newco stock and a structured participation in revenues payable through a Creditor's Trust of $80,000,000 minimum per year for five (5) years or an additional $400 million cash minimum exclusive of the value of the newco stock.

There are no preferred convertible shares and no high-yield Senior Notes to re-leverage the balance sheet under the COMMAX offer. The only lien on the assets would be COMMAXXESS lenders.

COMMAXXESS also stated that it has no plans to use the GCUK and GSM subsidiaries of Global Crossing as collateral for working capital loans unless absolutely necessary.

COMMAXXESS intends to petition the Bankruptcy Court to undertake the Purchase Agreement as a purchase subject to Chapter 11 plan not proposed by the Debtor and rescinding the prior order to grant STT and Hutchison a $30 to $50 million break up fee. The Purchase Agreement is not conditioned upon being "subject to Chapter 11 plan" however certain features of the offer and transaction structure are better executed under a plan of reorganization working in collaboration with creditors.

In its evaluation for this offer, COMMAXXESS has learned that the $7.835 billion asset impairment that was apparently used to deny the shareholders Official Equity Committee status was a result of the acquisition of Frontier by Citizens in June 2001 and IPC Information Systems by Goldman Sachs in December 2001.

Additionally, following the purchase of Frontier Communications by Citizens Communications, $600,000,000 of Frontier debt was apparently left on the Global Crossing books. COMMAXXESS intends to possibly address that debt as an illegitimate claim against Global Crossing and that it should be appropriately transferred to Frontier / Citizen's books or steps taken to dismiss the claim or recover Frontier and IPC Information Systems as assets of the debtor estate.

Certain parties appear to have been involved in a series of transactions involving Citizens, Century Communications, Centennial Communications, Frontier and Adelphia that raise questions about possible conflicts of interest that may exist within the Global Crossing bankruptcy case and how the $600,000,000 in Frontier debt was left on the Global Crossing books to be disposed of in bankruptcy.

This Purchase Agreement would also explore the advisability of assuming contract agreements with Asia Global Crossing, Charter Communications, Blackstone controlled PaeTec Communications and CampusLinks acquired from a Winnick investor group, Citizens Communications, Century Communications, Centennial Communications, IPC Information Systems acquired by Goldman Sachs in December 2001 and Adelphia Communications and Adelphia Cable.

Interested parties can view the FCC website at *http://www.fcc.gov/transaction/globalcrossing-gx.html* regarding comments filed by all parties including GlobalAxxess, a subsidiary of COMMAXXESS; dates of October 21, 2002, December 3, 2002, May 9, 2003, May 26, 2003, May 30, 2003 and June 4, 2003 concurrent with this announcement.

The only conditions of financing are to address what contracts to accept, reject or modify, and as a U.S. owned company regulatory approval for transfer of control should not be a major obstacle or delay to closing.

Contact Person: Karl W. B. Schwarz
Chairman, Chief Executive Officer
(501) 663-4959

<u>ATTACHMENT 2</u>

<u>The following is available at this link:</u>

http://216.239.41.100/search?q=cache:gwdMl0Jn3e8J:www.edgar-online.com/brand/yahoo/people/companypeople.asp%3Fcik%3D1061322+PETER+A+WOOG++director+%22global+crossing%22&hl=en&ie=UTF-8

Global Crossing LTD

The following names appear in **GLOBAL CROSSING LTD**'s SEC filings. Click on an individual's name to show a list of all documents containing a discussion of this individual. You will then be able to use ***EDGAR Online People*** to explore **inside** each document to find executive compensation, corporate biographies, stock options - anywhere an individual's name is mentioned!

-), MICHAEL R. STEED
- ADDERLEY, CAMERON
- ADILETTA, WILLIAM
- ADVOGADES, J. NETO VALENTE
- ALL, EXHIBIT A.
- AMIR, ARIEL
- ANDERSEN, ARTHUR
- ANDERSON, SUE
- **ANNUNZIATA, ROBERT, former CEO of Global Crossing and then CEO of Velocita, the now failed network development partner of AT&T and repurchased in bankruptcy for pennies on the dollar by AT&T. Think "off balance sheet" CAPEX. This Respondent declined to bid on those assets in the New Jersey bankruptcy.**
- APPROVAL, TRANSFER
- ARRANGEMENTS, THOMAS CASEY EMPLOYMENT
- **ATTANASIO, MARK L., Trust Company of the West Distressed Assets, former Board Member of Global Crossing and Asia Global Crossing. Former Milken co-defendant.**
- ATTANASIO, MARK
- AUSTER, CHARLES F.
- BABICH, STEPHANIE

- BAKER, TODD H.
- BARRETT, ROBERT L.
- BARRETT, ROBERT
- BARTHEZ, PASCAL DURAND
- BAUMANN, KURT
- BEACH, GROVER
- BEDROSIAN, JOHN
- BELDEN, JANET
- BELL, DERRICK
- BEREGOVOY, PIERRE
- BLOCK, DENNIS J.
- **BLOOM, JAY, CIBC and Argosy Partners in Global Crossing Ltd LDC Cayman Islands.**
- **BLOOM, JAY R. Same person.**
- BOOK, KELLEY BLUE
- BOS, YVONNE
- BRANDON, D. RHETT
- BRECHT, EDWIN
- BRINKMANN, RICHARD E.
- **BROWN, ABBOTT one of the parties named in Global Crossing's Frontier deal.**
- BROWN, ABBOTT L.
- BROWN, LINDA
- **BROWNSTEIN, NORMAN, former board member, lobbyist for Salomon Smith Barney and TIAA, a creditor sitting on the Global Crossing Creditors Committee. A named defendant in most if not all class action stock fraud and ERISA fraud actions filed against Global Crossing.**
- BUCHIGNANI, MICHELLE
- BUSINESS, PART I. ITEM 1.

- CAMPARIN, JOHN L.
- CAMPBELL, IAN
- CAMPBELL, MICHAEL J.
- CAPELOUTO, RICHARD
- CAREY, DAVID R.
- CARROLL, CHARLES F.
- CARTER, WILLIAM B.
- CARTER, BILL
- CARTER, WILLIAM
- CASEY, TOM
- **CASEY, THOMAS J., vice chairman of Global Crossing at time of the IPC, IXNet transaction detailed above.**
- CASEY, THOMAS
- **CASHIN, RICHARD M. CITICORP Venture Capital. One of the signatories on the above cited IPC / IXNet transaction. Now chairman of One Equity Partners, Chicago and the group that bought Polaroid assets from 2002 Delaware bankruptcy.**
- CASSARA, ANTHONY J.
- CHANEY, CYNTHIA
- CHANG, DEREK
- CHASE, MORGAN
- CHIN, PETER
- CHOW, SUSAN
- CHUNG, KWAI
- **CLAYTON, JOSEPH P. was the former CEO of Frontier Communications at the time the Global MERGER SUB acquired Frontier.[27]**
- **COCO, JOSEPH A., Skadden Arps, counsel to Citicorp Venture Capital, Ltd**
- COHEN, GARY

[27] http://contracts.corporate.findlaw.com/agreements/globalcrossing/frontier.mer2.1999.09.02.html

- **COHEN, WILLIAM S., former Secretary of Defense, Clinton Administration. Former board member of Global Crossing and named in many class action stock fraud and ERISA fraud lawsuits.**
- COHEN, GARY A.
- **COHRS, DAN L. former CFO and named in many class action stock fraud and ERISA fraud lawsuits.**
- COHRS, DAN
- COHRS, DAN J.
- COLEMAN, MARK J.
- COLLINS, DONNA L. REEVES
- COLUMBUS, CHARLES
- COMER, BRUCE
- COMPARIN, JOHN L.
- COMPARIN, JOHN
- CONWAY, VIRGINIA
- CONWAY, WILLIAM
- CONWAY, WILLIAM E.
- COOK, SHERRI L.
- **COOK, LODWRICK Global Crossing, Asia Global Crossing, named defendant in most class action stock fraud and ERISA fraud actions.**
- COOK, LODWRICK M.
- COOK, SHERRI
- CROZIER, BARRY A.
- DADOURIS, LISA
- **DAVID, LEE Argosy Partners, CIBC, Global Crossing Ltd LDC Cayman Islands.**
- DAWSON, WALLACE S.
- DAWSON, S. WALLACE
- DAWSON, WALLY

- DE GAULLE, CHARLES
- DE LATOUR, GRACE
- DEAN, LORRAINE
- DEBT, PARI PASSU
- DEFOREST, EDMOND
- DELLIGATTA, ANN MARIE
- DELUCCA, JOYCE C.
- DEMITRIEUS, JAMES
- DENATALE, MARK
- DINGLER, JAMES R.
- DOLE, JAMES G.
- DRENDEL, FRANK M.
- DULLABH, SUSAN
- DUNLEAVY, JAMES
- DUNN, MARK E.
- EASTON, RICHARD L.
- EFFECT, ADVERSE
- ELKIN, JEFFREY H.
- ELLIS, PETER
- EURODOLLAR, REGULATION D.
- EVALL, MITCHELL
- EVENT, CAUSE
- EVENT, STANDSTILL TERMINATION
- EVENT, GOOD REASON
- EVENT, STANDSTILL REINSTATEMENT
- EX, DAN J. COHRS
- EX, JOSEPH P. CLAYTON

- EX, DAVID WALSH
- EX, ERIC HIPPEAU
- EX, ROBERT L. BARRETT
- EX, BARTLETT
- EX, DOUGLAS H. MCCORKINDALE
- EX, ROBERT ANNUNZIATA
- EX, GEOFFREY J.W. KENT
- EX, WILLIAM E. CONWAY
- FACCIBENE, JOHN
- FAI, WONG KING
- FARMS, GIRALDA
- FARRELL, RICHARD
- FIESELER, JOHN
- FINLAYSON, JACK
- FINNERTY, SHELIA A.
- FIORITO, FRANK
- FOURNIER, MARTIN
- FREE, ENOCH PRATT
- FRIEDMAN, LOUIS P.
- GANEY, GERARD F.
- GENZEL, PATRICIA F.
- GERSTELL, GLENN S.
- GLOBAL, CASEY
- GLOVER, THOMAS S.
- GODELUCK, JEAN
- GODIN, JENNIFER L.
- GOFF, TOM

- GONAZALVEZ, MICHEL
- GOODMAN, ALICE H.
- **GORTON, JAMES C. former Simpson Thacher Bartlett attorney, former General Counsel of Global Crossing.**
- GORTON, JAMES
- GOTTSCHALK, CAROLINE B.
- GRACI, JEFFREY M.
- **GREEN, STEVEN J., former Singapore ambassador (Clinton appointee), former Astrum International, E-II Holdings (Samsonite, McCrory's, Riklis), Auburndale Properties (follow the trail of where McCrory's and TG&Y properties went and how they got to Auburndale Properties), current paid representative of the Singapore Government to the United States, current partner with Gary Winnick in K1 Ventures and Patronis Partners (Greenstreet and Pacific Capital Group), current named defendant on most if not all ERISA fraud and class action securities fraud lawsuits.**
- GREEN, PHIL
- GREENE, CHRISTOPHER
- **GRIVNER, CARL recently left Global Crossing and went with Carl Icahn's 80% controlled XO Communications.** [28]
- GROSSNICKLE, HAROLD D.
- GUARANTY, MORGAN
- GUILIANO, JOHN M.
- GWIN, GEOFFREY
- HANCOCK, ELLEN M.
- HANDAGO, MICHAEL
- HARRIGAN, CHRISTINE
- HASE, PETER
- HEALY, DAVID W.
- HEUSEN, PHILIPS-VAN
- HEYER, ANDREW

[28] http://www.xo.com/news/154.html

- HILL, MURRAY
- HILS, BEVERLY
- HINDERY, LEO
- **HINDERY, LEO J. former Global Crossing CEO and named defendant in securities fraud and ERISA fraud actions.**
- HINMAN, WILLIAM H.
- **HIPPEAU, ERIC Asia Global Crossing board member. Named defendant in securities fraud and ERISA fraud actions.**
- HIRSCH, BARRY
- HIRSCH, BARRY L
- HIRSCH, BARRY L.
- HODGART, IAN A.
- HOGAN, JEFFREY N.
- HOGAN, CHARLES D.
- HOROWITCH, JONATHAN
- HOUSE, SAXON
- HOWE, DAVID Y.
- HUFF, ROLLA P.
- HUTTNER, ERIC
- HWA, CHANG
- IACOVONE, DANIELE
- INDUSTRIAL, HING
- **JAY, DEAN C. KEHLER (3)....... 50,000 75,000 Jay Bloom and Dean Kehler, CIBC, Argosy Partners, Global Crossing Ltd LDC, Cayman Islands.**
- JOGGERST, PATRICK
- JOHN, FRANK
- **KA-SHING, LI principal owner of Hutchison, 10% owner of CIBC (See Raben, Lee, Kehler, Bloom)**
- KANTOR, JONATHAN D.

- KAPPLER, RICHARD N.
- KEARNS, KARIN
- KEHLER, DEAN
- **KEHLER, DEAN C.**
- KEHLER, ERIC HIPPEAU........... 48 DICRECTOR DEAN C.
- KELLER, ANDREW R.
- KELTON, DREW
- KENNEDY, WILLIAM
- KENT, GEOFFREY J.W.
- KENT, JEFFREY
- KENT, GEOFFREY J. W.
- KIMMEL, ROGER
- **KIN-NING, CANNING FOK, President of Hutchison**
- KING, MICHAEL P.
- KING, HO
- **KLEINKNECHT, RICHARD P., evidently the largest individual shareholder loser on GX. Reportedly $127 million. See footnote**
- KLEINKNECHT, RICHARD
- KLOTT, DAVID
- KLUG, ROB
- KLUG, ROBERT
- KNOLL, MANFRED
- KNOOK, PETER
- KRAMER, JUDI
- KRONE, DAVID
- LAGOMASINO, MARIA ELENA
- LANGE, JOHN EDWARD
- LAWS, BYE

- **LEE, DAVID L.**
- **LEE, DAVID**
- **LEE, ELLEN**
- LEGERE, JOHN
- **LEGERE, JOHN J.**
- LENARCIC, KATHLEEN A.
- LETTERHEAD, SALOMON SMITH BARNEY
- LEVINE, JAY
- LEVINE, JAY R.
- LI, STEVE
- LIMIT, STANDSTILL REVISED
- LIMIT, STANDSTILL
- LINDO, STEPHEN
- LO, SELENE
- LOGAN, JAMES F.
- LORIMER, MARK W.
- LOS ANGELES, MADELYN SMITH
- LOT, ALLEY ADJOINING
- LUCID, JACK
- LUFKIN, CHAUNCEY
- LUI, DENNIS
- MAGNUS, GEORGE
- MANCINI, R. CHARLES
- MANSION, KWONG FAI
- MARKS, JAN
- MARYMOUNT, LOYOLA
- MASTER, LANE

- MATTHEWS, CHARLES H.
- MATTISON, GERARD KLAUER
- MCCARTHY, BRIAN J.
- MCCARTHY, BRIAN M.
- MCCLOUGHAN, ALEXA
- MCCORKINDALE, DOUGLAS
- MCCORKINDALE, DOUGLAS H.
- MCCUE, MARTIN T.
- MCDERMOTT, CATHERINE C.
- MCDERMOTT, CATHERINE
- MCDONALD, JAMES F.
- MCGIMPSEY, THOMAS O.
- MCGIRR, MARILOU R.
- MCLEAN, IAN
- MCLINTOCK, ALAN E.
- MCSHERRY, JOHN
- MENDON, WINDHAM HILL
- MERCOGLIANO, JOHN
- MINCHESKI, LISA M.
- MIZORAS, AMY
- MONELLO, MARIO
- MORSE, PHILIP N.
- MORTON, ADAM C.
- MUCCI, MARTIN
- MULLIGAN, EDWARD
- MULLIGAN, ED
- MULTIMEDIA, THOMSON

- MUMAW, MICHELLE S.
- MUMAW, MICHELE S.
- MURRAY, RAYMOND
- MURRAY, RAYMOND F.
- MUTUAL, PRUDENTIAL
- NACCHIO, JOSEPH P., Qwest CEO
- NAME, GARY WINNICK
- NAME, MICHAEL CAPITIDES
- NAME, JAMES C. GORTON
- NAME, DAVID LEE
- NAME, JOHN K. GRELLE
- NAME, JAY LEVINE
- NAME, ABBOTT BROWN
- NAME, BARRY PORTER
- NAME, HILLEL WEINBERGER
- NASH, CHRISTOPHER
- NATHANSON, MARC B.
- NG, HELEN
- NGAN, STEPHEN
- NGEE, CHEK
- NICHOLS, W.G.
- NING, KIN
- NOTE, UNRESTRICTED GLOBAL
- NOTE, REGULATION S GLOBAL
- NOTE, UNRESTRICTED DEFINITIVE
- NOTE, GLOBAL
- NOTES, DEFINITIVE

- NUMBER, CERTIFICATE
- O' NEILL, JUSTIN
- OBISPO, LUIS
- OFFICER, EXECUTIVE
- OGASAWARA, TOSHIAKI
- OTTO, JOHN F.
- PARSONS, RALPH M.
- PARTIES, RESTRICTED
- PASQUAL, SAN
- PASSU, PARI
- PELLERITO, MICHAEL
- PERRONE, JOSEPH P.
- PHOENIX, WILLIAM P., see above, linked to Bruce Raben in some manner. Raben is CIBC, Argosy Partners, Global Crossing Ltd LDC, Cayman Islands and a former Milken co-defendant.
- PHOENIX, WILLIAM D.
- PHOENIX, WILLIAM R.
- PHOENIX, WILLIAM
- PLUSCHKELL, PAUL
- PO, TUNG
- POLAN, KIM
- PORTER, BARRY, Frontier / Global Crossing deal as signatory for Galenight Corporation.
- POSEY, MELANIE
- PRICE, GRANT OUTSTANDING EXERCISE
- PRICE, GRANT OUTSTANDING
- PRIDDY, LAURIE
- PURPOSES, ALLEY

- RABEN, BRUCE
- **RABEN, WILLIAM P. PHOENIX (3)...... 50,000 75,000 BRUCE**
- RATE, FRANKLIN FLOATING
- RATE, VAN KAMPEN PRIME
- RATIGAN, JAMES A.
- REINAUDO, CHRISTIAN
- RIOS, JOSE ANTONIO
- RITCHIE, GREGG W.
- ROGER, HANS
- ROSSELL, MARC M.
- **ROVER, EDWARD F. White & Case, LLLP, legal counsel to KLEINKNECHT, RICHARD P., purportedly $127 million poorer thanks to Global Crossing. See footnote 10 and "pdf" document available via that link.**
- RUSSO, ALEXANDER
- SCANLON, JACK
- **SCANLON, JACK M., Global Crossing, Asia Global Crossing, former board member of Blackstone and Welsh Carson controlled Centennial Communications.**
- SCANLON, JOHN M.
- SCARPATI, JOHN
- SCARPATI, JOHN A.
- SCHULMAN, MARIAN
- SCRIPPS, E. W.
- SCULLY, PAT A.
- SCULLY, P.A.
- **SERVIDIO, ANTHONY, ICP Communications. See signatories above in ICP / IXNet transaction.**
- SERVIDIO, ANTHONY M.
- SHEH, ROBERT B.

- SHEH, ROBERT
- SHIH, EDITH
- SHUTLER, K. EUGENE
- SIMIEN, JAMES
- SIMRIL, KEN
- SMITH, MADELYN
- SMITH, LAWRENCE
- **SMITH, RICHARD W., See IXNet / ICP transaction document above for signatories and see Allegra Capital Partners link and information provided from that website. Continued funding for David Walsh and Moneyline Teletrate.**
- **SMITH BARNEY, SALOMON = Citicorp Venture Capital, Citigroup, Jack Grubman, Cable Systems Holding Ltd / Peter Woog.**
- SNAKE, CLARK
- SNAUFFER, ROBERT
- SPATT, ROBERT E.
- SPURLING, APPLEBY
- STARR, GERALD
- STEED, MICHAEL R.
- STEED, MICHAEL
- STEWART, BRUCE J.
- STOLARSKI, CHRIS
- STORCK, JON D.
- **SUB, GC MERGER, part of a nesting-doll arrangement**
- **SUB, GEORGIA MERGER, part of a nesting-doll arrangement**
- SUCH, EXHIBIT G.
- SUSSIS, MITCHELL C.
- SUSSIS, MITCHELL
- TACKLING, ELLEN M.

- TAUBMAN, PAUL J.
- TEL, ROBERT KLUG
- TENANT, EXHIBIT F.
- TERMINATION, TRANSITION
- TESORIERO, JOSEPH
- **THACHER, SIMPSON Their website is an interesting read not only on the deals they have been involved in but also how many times they have made money on the same assets, just slightly changing the players. Another sign of "nesting-doll arrangement" activity.**
- THORSHEIM, MARK D.
- TIME, EFFECTIVE
- TRACT, BEVERLY
- TRESPAN, PATRICIA M.
- TRUBEK, JOSEPHINE S.
- TRUJILLO, SOLOMON
- TRUST, ALICE H. GOODMAN ESTATE PLANNING
- UNITRUST, A. CLAYTON CHARITABLE REMAINDER
- WAH, KWONG
- WALKER, CLINT
- WALKER, KELLY C.
- **WALSH, DAVID**
- WALSH, WILLIAM
- **WALSH, DAVID A.**
- WALTHAM, AVE
- **WEINBERGER, HILLEL, on the Frontier merger documents and between Continental Casualty and himself was holding about 37 million shares. See June 4, 2003 ECFS filing by this Respondent. Was also involved in Samsonite bankruptcy / Steven Green / Executive Life Insurance.**
- WERNER, PHILIP H.
- WESTERLY, ALLEY

- WHARTON, PAUL WEISS RIFKIND
- WHELAN, TIMOTHY
- WIESENTHAL, SIMON
- WILSON, ROBERT L.
- WINCH, DEREK
- **WINNICK, GARY**
- **WINNICK, GARRY**
- WINNICK, KAREN
- WIRELESS, CRESCENT
- WOOD, BARBARA
- **WOOG**, HELENE S.
- **WOOG**, ROBERT
- **WOOG, PETER A**. See above.
- YU, CHAN TING
- ZAND, NELSON S.
- ZIWEY, MANFRED

http://www.fortune.com/fortune/ceo/articles/0,15114,454511-3,00.html

BLACKSTONE
Wall Street's Hottest Hand
Blackstone CEO Steve Schwarzman has built a powerhouse unlike any other. He avoided the blowups of the '90s, and he's finding gold in the market's rubble.
FORTUNE
Tuesday, May 27, 2003
By Andy Serwer

For a decade, dumb money ruled on Wall Street. In the 1990s telegenic analysts promised investors that Internet stocks would quadruple--which they did--and were paid millions for their prescience. Fund managers ponied up for allotments of hot IPOs that sent their performance and their pay packages into the next galaxy. Stockbrokers foisted tinfoil tech stocks on clients and basked in the commissions. What could be easier than that? Funny how many of those folks are now broke, unemployed, or under investigation.

For Wall Street's very best and brightest, though, the 1990s were remarkable in an entirely different way. Careers were built and vast fortunes were made, only the gains didn't evaporate like rain puddles in the June sun. Indeed, streams of money continue flooding into certain pools, stealthily, even as most of the Street trudges through one of its darkest runs in decades.

So who is the smartest of the smart money on the Street these days? If the standard you judge by is not just making a pile of money but keeping it too, the biggest winner on Wall Street right now is a man you may not have heard of. He is Stephen Schwarzman, CEO of the buyout firm the Blackstone Group.

Schwarzman's firm, which he founded with Wall Street grandee Pete Peterson 18 years ago, has grown into a singular powerhouse almost perfectly positioned to take advantage of today's perverse market conditions. Its restructuring business is reaping a windfall from the record number of collapsing companies. Its buyout fund is now the largest of all time--it just pulled off the biggest LBO since RJR Nabisco 15 years ago--and is poised to benefit from corporate fire sales. In real estate it is making a fortune selling properties. And it has built an enormous franchise in hedge funds just as that business is booming.

More than that, Blackstone sustained almost no damage in the age of irrational exuberance. Consider the competition. At Citigroup, Sandy Weill, the subject of humiliation by e-mail, oversees a troubled empire. Phil Purcell of Morgan Stanley is chastised by SEC Chairman Bill Donaldson for not getting the fact that his firm acted improperly. Merrill Lynch's Stan O'Neal is negotiating legal settlements and downsizing. John Mack at CSFB has the Quattrone mess and the DLJ merger (still!) to sort out. And the list goes on. Blackstone has none of these hindrances, and therefore isn't being sued by Bill Lerach, fined by Bill Donaldson, or investigated by Eliot Spitzer. That is an incalculable competitive advantage. "A lot of guys on Wall Street can hit the long ball, but right now Steve is the man to beat," says J.P. Morgan's influential vice chairman Jimmy Lee.

How does Blackstone do it? Well, you might suppose that no one on Wall Street is making money off Enron anymore, for instance. You'd be wrong. Blackstone is heading up Enron's restructuring, a monstrous project that aims to maximize the value of the company's assets so that creditors (can you say dumb money?) can get a few pennies back on the dollar. Blackstone's Bruce Haggerty, a 25-year-old analyst who only a few years earlier vamped with Billy Crystal at a Hasty Pudding event at Harvard (Crystal was in drag), labored for six months writing proprietary software to map out the bankrupt energy company. Haggerty created a complete picture of Enron on his desktop computer--all 2,000-plus entities accounted for in a dynamic model in which the values of the pieces change when assets are moved. Printed out, his Rosetta stone comes to 6,000 pages. Engaging Blackstone could well be the best money Enron ever spent on Wall Street, but the work won't come cheap. Bankruptcy filings show Blackstone could be paid as much as $17 million for its trouble.

Though you may not know of Schwarzman yet, in moneyed quarters he is attaining the stature of his more famous partner, Peterson, now 77 and the firm's chairman. Generally soft-spoken, Schwarzman is thoughtful yet likes to cut to the quick. He has intense, icy-blue eyes that seem to bore into you. "My biggest job really is to figure other people out," he says, scrutinizing a dinner guest. "I need to understand what makes a person tick."

Schwarzman, 56, owns what may be the most expensive apartment in Manhattan and is buying one of the priciest homes in Palm Beach. He displays other Master of the Universe attributes, including a fabulous art collection, a power wardrobe, and an attractive, blond second wife several inches taller than he is. In spite of the glitz, though, neither he nor Blackstone hit the headlines much. For one thing, the firm is a private partnership. For another, most of its deals are in unsexy nuts-and-bolts businesses. And one more thing: Since the firm's founding, Schwarzman and Peterson have assiduously avoided the equity businesses that are now causing Wall Street so much pain, such as underwriting, research, and trading.

We're in Schwarzman's 31st-floor Park Avenue offices, just around the corner from the Four Seasons restaurant (which they call Blackstone's cafeteria), and I ask him: How could you resist getting into the equity business in the roaring '90s? Wasn't that where all the glamour and big money were? "Oh, it was easy," Schwarzman says in his cool and calculated way. "There's way too much capacity in all of those businesses. Since I joined the business in 1969, there has been a radical decline in the number of firms in sales, trading, and brokerage. So we didn't go there."

Today Blackstone has a portfolio of six businesses: restructuring, buyouts, a small M&A group, hedge funds, corporate debt, and real estate. No one else on Wall Street has created anything close to it. The other buyout firms like KKR, Texas Pacific, and Carlyle are rivals, but Blackstone is bigger and in a wider range of businesses. Although returns in Blackstone's buyout funds have been weak on an absolute basis lately, over the longer haul, according to the most recent figures available, they have been superior: 20% annual appreciation net of fees in its first fund, 35% in its second, and 25% in its third. Blackstone gets a 20% cut of all investment gains. There's also fee income. About $13 billion of the firm's assets earn about 1%. That's right--Blackstone rakes in some $130 million in fees per annum. And then there's the income from the restructuring operation, which is Blackstone's healthiest business right now. Out of all of that, King Steve gets a very healthy slice. "I would say Steve takes home $50 million a year just from the recurring [fee] business, never mind any of the upside, which is huge," says a former Blackstone executive.

From the start, Blackstone has been a buddy act, combining Schwarzman's tenacity and Peterson's golden Rolodex. Commerce Secretary in the Nixon administration, Peterson has been CEO of Lehman Brothers and Bell & Howell, and has served on the boards of RCA, 3M, General Foods, Federated Department Stores, Continental Group, Black & Decker, and Cities Services. "From the beginning it was both their smarts plus Pete's connections and Steve's incredible drive," says Roger Altman, a former Blackstone partner and deputy treasury secretary in the Clinton administration. And Blackstone is always "hanging around the hoop," says Tom Lee, who manages a giant buyout group that competes with Blackstone. "That's what got them the TRW deal."

The deal that Lee is referring to is the $4.7 billion buyout of TRW Automotive, the biggest LBO since RJR Nabisco. It's the kind of big, hairy, wooly-mammoth buyout that Blackstone is all about.

The point man on the deal for Blackstone was a Yorkshireman named Neil Simpkins who read physics at Oxford and topped that off with an MBA from Harvard. Whether or not Simpkins knows what "hanging around the hoop" means, he certainly put himself in a position to score with TRW. "A couple of years ago I was looking around in the automotive sector because the valuations looked good, and I didn't think there would be any strategic buyers," Simpkins says. (A strategic buyer is an operating company that acquires a business to complement its operations, as opposed to a financial buyer, like Blackstone, that acquires a business as an investment.) "I thought that TRW's aerospace business and automotive didn't belong together, because automotive dragged the value of aerospace down."

In August 2001, Schwarzman sent a letter to TRW CEO David Cote with an offer to buy his automotive business (big in brakes, steering systems, and airbags). Cote was receptive and dispatched his CFO, Bob Swan, to meet Simpkins in New York. But there was no urgency to do a deal, and negotiations proceeded slowly through the fall. Then, on Feb. 19 of last year, came two bombshells. First, Cote left to take the top job at Honeywell. And second, Northrop Grumman made a $12 billion hostile bid for TRW. "It was totally out of the blue," says Simpkins, "but we immediately knew that Northrop didn't want automotive, and that put us in a good position." Simpkins had to move nimbly, though. He couldn't in good faith negotiate directly with Northrop, and he also had to beat back other financial buyers like the Carlyle Group and Bain Capital, who began circling. "But we had been there," says Simpkins. "We had the credibility and the size to pull off the deal." (That's hanging around the hoop, Neil!)

After negotiating through the spring and summer, Blackstone, TRW, and Northrop agreed on a complex monster deal. Northrop would buy TRW and sell the automotive business to Blackstone for $4.7 billion while retaining 19.6%. Blackstone would put up $700 million of cash, mostly from its $6.45 billion fourth private equity fund--the biggest buyout fund ever. The bulk of the deal is funded by selling junk bonds. Blackstone paid 4.7 times Ebitda for the company, well below the six times that is currently considered pricey.

On Feb. 28, some 18 months after Blackstone's letter to Cote, Simpkins took his team for a hearty celebration dinner at Sparks, the old-school New York City steakhouse. (When you pull off a multibillion-dollar car-parts LBO, you don't whoop it up with nouvelle cuisine, do you?) But hold the sirloin a minute, Mr. Schwarzman. Isn't TRW Auto a dog company in a woof-woof of a business? "First of all, we're going to work on it," he says, looking slightly amused by the question. "And there's a cycle to the business. Plus, that's conventional wisdom." Blackstone's investors pray that Schwarzman is right. At some point down the road Schwarzman will look to sell this company for much more than the $4.7 billion he paid for it. A huge motivating factor: Blackstone partners and employees have over $1.5 billion of their own money invested directly in the firm's funds. "I sleep well at night knowing that my money is invested right alongside Schwarzman's," says a banker with ties to the firm.

Steve Schwarzman and Pete Peterson first crossed paths at Lehman Brothers some 30 years ago. Peterson, a self-described policy wonk who is chairman of the Council on Foreign Relations, made his name in the Nixon administration. (During a recent breakfast interview, Peterson showed me pictures of himself negotiating with Leonid Brezhnev.) Peterson went on to Wall Street and became CEO of Lehman when the firm nearly imploded in 1973. Schwarzman, whose father owned a linens-and-drapes store in Philadelphia, graduated from Yale in 1969. (He founded a ballet society there, in large part, he says, to meet girls. Today he is on the board of the New York City Ballet.) Then he went to Harvard

Business School, where he drove a VW Beetle around Cambridge, accumulating quite a number of parking tickets. Hired by Bill Donaldson at Donaldson Lufkin & Jenrette, Schwarzman soon migrated to Lehman Brothers and became a partner in 1978, at age 31.

Lehman Brothers back then was considered one of Wall Street's premier institutions. A private partnership going back to 1850, the firm had bright lights like Peterson and the young Schwarzman, plus names like Richard Holbrooke, Eric Gleacher, and Roger Altman. In part because of this amalgam of explosive talent, Lehman was ripped apart in 1984 after a power struggle between co-CEOs Peterson and Lew Glucksman. The firm was sold off to Shearson American Express, to the dismay of the Street's old guard.

Schwarzman and Peterson struck out together in 1985, forming an M&A boutique and putting in $200,000 each. It was Peterson who came up with the name Blackstone, a nod to the national origins of both men: Schwarz is German for black and, petra is Greek for stone. "The relationship worked because they were 20 years apart, like father and son--they didn't threaten each other," says an old colleague from Lehman Brothers. "They have a love-hate relationship," says another source. "Pete thinks he made Steve, and Steve thinks he made Pete."

The young firm landed some name clients like CSX, Sony, and Firestone, but Schwarzman was after bigger fish. "You could see what KKR was doing" in the LBO boom of the mid-1980s, he says. "We knew that was a terrific business." But Blackstone faced Wall Street's classic chicken-and-egg dilemma. How do you raise money without a track record?

"In the beginning, it was grueling," Peterson tells me over a breakfast of Post Bran Flakes and fruit. "My wife told me she never imagined me as Willy Loman." The low point was when the pair was in Boston calling on a state pension fund. The wrong guy showed up at the presentation and had no idea who they were. Peterson and Schwarzman walked out into a downpour.

Finally they got a bite from an executive at Prudential. "He said, 'I like you guys. I'll give you $100 million,' " recalls Peterson. "After that we got money from Jack Welch [at GE], and we were on our way." Blackstone would end up raising $850 million, the biggest first-time fund ever.

Early on, Schwarzman and Peterson laid out some ground rules: They decided not to do hostile deals. And they figured out that it would be to their advantage to use Peterson's connections to partner with companies in their buyouts, which has become a hallmark strategy of the firm. (It has teamed up with everyone from Verizon to Vivendi.)

After the first buyout fund closed in 1987, Schwarzman and Peterson began to consider other businesses. Schwarzman brought in Larry Fink and Ralph

Schlosstein to build Blackrock, a bond business, which later split off on its own. Blackstone created a hedge fund of funds, parceling out pots of money to managers who promised the partnership absolute returns. That idea mushroomed into a fund-of-funds business that now has $6 billion.

Two of Blackstone's other businesses, real estate and a corporate debt fund, don't always have the same profile as the others but are also large bets that have played well. The debt business takes the form of a $1.1 billion mezzanine debt fund, which is financing for private companies after they have raised venture-capital money but before going public. Investments include the Vitamin Shoppe and 24 Hour Fitness Worldwide. In real estate Blackstone has $2.3 billion in active funds, making it the third-biggest group in the U.S. Blackstone owns office buildings and hotels all over the U.S., generally preferring fixer-uppers. In Britain it owns four of the top seven superluxury hotels in London: the Savoy, Claridge's, the Berkeley, and the Connaught.

Blackstone has come a long way since the 1980s, and some say so has Schwarzman. "I remember him as profane," says someone who hasn't spoken to him in many years. Says a former Blackstone person: "When you work for Steve, you get paid $10 million, but Steve's will is your command." You could field an all-star Wall Street baseball team with partners who have bolted from Blackstone, many of them after run-ins with Schwarzman. That would include Roger Altman; Henry Silverman, CEO of Cendant; David Stockman, Ronald Reagan's OMB director; Larry Fink of Blackrock; Glenn Hutchins, founder of buyout firm Silver Lake; and others. (It will be interesting to see if the firm's most recent high-profile hire, feisty former Treasury Secretary Paul O'Neill, fits in.) Says someone who witnessed one of these breakups: "There was a lot of yelling and name calling. It was the biggest goddamn fight I've ever seen on Wall Street."

It's a coolish May evening, and the New York City Ballet is having its Spring Gala, a black-tie supper ball in the Promenade of the New York State Theater at Lincoln Center. After the performance, Schwarzman and his wife, Christine Hearst Schwarzman, make their way through the flurry, greeting friends like Lesley Stahl and Judge Kimba Wood. Actor John Lithgow kicks up his heels on the dance floor as CNBC's Maria Bartiromo chats with friends at a nearby table. There are other Wall Street types here, like Bob Lipp of Travelers and Jeff Peek of CSFB, but Schwarzman is the alpha from that world. Guests make a point of shaking his hand and introducing kids. I ask Schwarzman about stories of fighting with Blackstone partners who've left the firm. "That stuff is old, decades old," he says as Christine pulls him onto the dance floor, where they will boogie to Barry White. "I've really grown a lot since then."

Steve and Christine Schwarzman live in a jaw-dropping Park Avenue triplex they bought from fallen insurance mogul Saul Steinberg for some $30 million in March

2001. (Schwarzman sold his previous residence to none other than Dennis Kozlowski--er, make that Tyco?--for $18 million.) Once owned by John D. Rockefeller Jr., Schwarzman's 20,000-square-foot apartment has 35 rooms, including a gym; a steam room; a sauna; a billiards room; a screening room; and servants' quarters that feature a dining room, three bedrooms, and two baths. For Schwarzman's 55th birthday, an entire floor was decorated to look like his favorite restaurant in St.-Tropez (where he owns another home). "It is a $100 million apartment," says an individual who's been there and who knows the market well. "That's the value of the apartment, plus the work and the art he has put in. The Twombly is worth $5 million alone."

When the New York winters get too brisk, the Schwarzmans can look forward to Four Winds, the 13,000-square-foot Palm Beach mansion they are buying. Built for E.F. Hutton in 1937, it is a rare property that stretches from the Intracoastal Waterway to a 300-foot oceanfront. The Schwarzmans also own homes in East Hampton and Jamaica. So just how rich is Steve Schwarzman? "I'd say he's worth $600 million to $700 million," says one business associate. "More than a billion," says a source close to Schwarzman.

The House of Blackstone is not without blemishes. In 2000 the firm opened a $2 billion telecom fund, Blackstone Communications Partners, which has been a dud. And then there's the black eye that is Sirius Satellite Radio. Blackstone got involved with Sirius in 2000, investing $200 million for a 10% stake in the company, which had gone public in 1994.

Sirius has been beaten up by the lead player in this business, XM, which inked a deal with GM. XM now has 483,000 subscribers, while Sirius has only 68,000. Last year Sirius had revenues of $805,000 and lost a staggering $468 million. The company has tried to right itself by doing a major restructuring, converting $636 million of debt to equity, giving the company one billion shares outstanding, and diluting existing shareholders by some 92%. The stock now trades for $1 and change. A while back, Merrill Lynch satellite analyst Mark Nabi summed it up nicely, saying of Sirius: "Listen up--get out while you can."

Back in June 2001, Peterson joined the Sirius board, a signal to outside investors that Blackstone wasn't going to abandon ship. But Peterson's presence on a board isn't always enough to save the day. In the fall of 2001, he joined the board of a company run by one of his tennis buddies from the Hamptons. Oops, that would be Sam Waksal's ImClone Systems. Peterson lasted about two months. When the company began to emit a nasty odor from the insider trading scandal, Peterson left.

In Blackstone's busiest group, though--its restructuring business--the firm is fixing broken companies rather than investing in them. "We went into restructuring because it does well in bad times," says Peterson with a grin. "Like now." Here again Schwarzman hired well, picking up Art Newman, a teddy bear of a guy, from Chemical Bank. Newman's team has toiled on dozens of workouts including Chiquita Brands, Dow Corning, Global Crossing, W.R. Grace, Macy's, and Xerox. "Nothing comes close to Enron, though," says Newman. "In my 30 years in the business it is by far the most complicated bankruptcy ever."

It was the day before Thanksgiving 2001, and Newman's partner Steve Zelin was thinking more about turkey than turnarounds when Peter Atkins, a senior partner at law firm Skadden Arps, called to tell him the board of Enron wanted to engage Blackstone immediately. "We had our dinner and then flew to Houston early the next morning," says Zelin. He had only had the vaguest idea of what was awaiting him.

"We tried to get our bearings," says Zelin. "We met with Ken Lay and senior management." Zelin flew back to New York. "We met with the Dynegy people to do the merger, but it quickly became clear that wasn't going to work. We had all the parties assembled in the Westchester Convention Center," he says. "I remember there was a wedding in the next room with loud music playing." That Sunday, lawyers went hunting around Houston for a bankruptcy judge to take the company into Chapter 11. Enron filed for bankruptcy on Monday, Dec. 2. The creditors and Blackstone agreed that the company's trading business could not operate in Chapter 11. Selling that business became Blackstone's next task. Zelin and his team worked 15- to 20-hour days through December and into January. There was a daily 5 p.m. conference call for two straight weeks with Schwarzman and other senior members of Blackstone. "This was incredibly complicated and high profile," says Zelin. "The firm's reputation was on the line. We couldn't afford to fail."

The buyers came down to Citibank and UBS, and an auction was held. Finally, on Jan. 11, after a marathon 24-hour negotiating session, UBS agreed to buy the business for a cut of future profits. (The deal hasn't been a great one for the Swiss bank so far.) Zelin was exhausted, in part because he knew the rest of the restructuring was left to do. "We needed to figure out what are the company's assets and what do we do with them," says Newman. (Which is where young Bruce Haggerty's Enron map came in.) "The job is to maximize the value of the estate, as well as minimizing litigation," he says. "The art of the deal is compromise. You kind of want everyone to be equally unhappy."

Every Monday, each of the six Blackstone business groups meets and is joined by Schwarzman, numbers whiz James Mossman, and vice chairman Hamilton "Tony" James, whom Schwarzman recently hired from Credit Suisse First Boston. James, formerly a senior banker at DLJ, is taking on more oversight of Blackstone as it grows too big for Schwarzman to watch over alone. "I'm also here to bring Steve new ideas about expanding the firm," says James during lunch at San Pietro, another restaurant favored by Blackstone partners. James has another critical role: He is considered to be Schwarzman's heir apparent.

To succeed in the buyout game, indeed, on Wall Street, you need brains, nerves of titanium, and a fat wallet. "Steve always had the first two," says Jimmy Lee of Chase. "I remember in 1995, when Union Carbide wanted to sell an electrode maker it owned called UCAR. They were going to take it public and were already doing the road show for the IPO, when Steve called me up and said he wanted to buy the company." What about the road show, the IPO, Carbide's plan? Didn't matter. "Steve said he knew this deal, and he knew it was right," says Lee. "We had to come to Carbide with a home-run deal in this case, no whiffing." They did, and Carbide quickly accepted. "And it turned out to be a very smart bet that worked out great," says Lee.

Did you miss the UCAR deal? Probably. After all, it took place during the roaring '90s, when we were all too busy watching our portfolios fly. Well, now they have returned to earth, and so has the rest of Wall Street. Most of it, that is. Right now Schwarzman and Blackstone are flying on.

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