

DOCKET FILE COPY ORIGINAL
LAW OFFICES

GOLDBERG, GODLES, WIENER & WRIGHT
1229 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-2413

ORIGINAL

HENRY GOLDBERG
JOSEPH A. GODLES
JONATHAN L. WIENER
MICHAEL A. McCOIN
BRITA D. STRANDBERG
CHRISTOPHER G. TYGH*

HENRIETTA WRIGHT
THOMAS G. GHERARDI, PC
COUNSEL

*NOT ADMITTED IN D.C.

RECEIVED

MAR 26 2004

Federal Communications Commission
Office of the Secretary

(202) 429-4900
TELECOPIER:
(202) 429-4912

e-mail
general@g2w2.com
website: www.g2w2.com

March 24, 2004

RECEIVED - FCC

MAR 24 2004

Federal Communication Commission
Bureau / Office

RECEIVED

MAR 26 2004

Policy Division
International Bureau

BY HAND

Mr. James Ball, Chief
Policy Division
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: **PC Landing Corp. (Debtor-in-Possession)**
Petition for Reconsideration of Order and Authorization
IB Docket No. 02-286

Dear Mr. Ball:

In response to your letter dated March 24, 2004, on behalf of PC Landing Corp. (Debtor-in-Possession) ("PC Landing"), this letter confirms that on November 20, 2003, PC Landing filed a notification of its *pro forma* transfer of control from Asia Global Crossing, Ltd., as Chapter 11 Debtor-in-Possession ("AGC"), to Mr. Robert L. Geltzer in his capacity as Chapter 7 trustee for the estate of AGC. Attached hereto is a date-stamped copy of the notification.

In addition, in accordance with your request, within 14 business days (by April 13) counsel to PC Landing will inform the International Bureau of the status of any ongoing matters that may relate to PC Landing's pending petition for reconsideration in the above-referenced proceeding.

No. of Copies rec'd
List ABCDE

0+1

Mr. James Ball
March 24, 2004
Page 2

Please direct questions concerning these matters to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Henry Goldberg". The signature is fluid and cursive, with the first name "Henry" and last name "Goldberg" clearly distinguishable.

Henry Goldberg
Counsel to PC Landing Corp.
(Debtor-in-Possession)

cc. Jean L. Kiddo, Counsel to Global Crossing Ltd. and GC Acquisition Limited
Paul O. Gagnier, Counsel to Global Crossing Ltd. and GC Acquisition Limited
William Malone (ACNI)
Mark Tauber (IDT)
Douglas W. Kinkoph (XO)
Todd Malan (OII)
Debbie Goldman (CWA)

LAW OFFICES
GOLDBERG, GODLES, WIENER & WRIGHT
1229 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-2413

FILE COPY

HENRY GOLDBERG
JOSEPH A. GODLES
JONATHAN L. WIENER
MICHAEL A. McCOIN
BRITA D. STRANDBERG
HENRIETTA WRIGHT
THOMAS G. GHERARDI, P.C.
COUNSEL

(202) 429-4900
TELECOPIER:
(202) 429-4912

e-mail:
general@g2w2.com
website: www.g2w2.com

November 20, 2003

RECEIVED

NOV 20 2003

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

BY HAND

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: **PC Landing Corp. (Debtor-in-Possession)**
File No. SCL-LIC-19980807-00010
Notification of *Pro Forma* Transfer of Control
Of Submarine Cable Landing License

Dear Ms. Dortch:

Pursuant to the Submarine Cable License Act of 1921,¹ Sections 1.767(g)(7) and 63.24(g) of the Commission's rules,² and Executive Order No. 10530, on behalf of PC Landing Corp. (Debtor-in-Possession) ("PC Landing"), holder of the above-referenced submarine cable landing license, this letter notifies the Commission of the *pro forma* involuntary transfer of control of PC Landing from Asia Global Crossing, Ltd., as Chapter 11 Debtor-in-Possession ("AGC"), to Mr. Robert L. Geltzer in his capacity as Chapter 7 trustee for the estate of AGC, on June 13, 2003.

PC Landing, a Delaware company, is an indirect subsidiary of AGC and holds the U.S. submarine cable landing license for the Pacific Crossing cable system ("PC-1"). PC-1 consists of four segments connecting each of its four landing stations: Ajiguara, Japan to Harbour Pointe, Washington; Shima, Japan to Grover Beach, California; Ajiguara to Shima; and Harbour Pointe to Grover Beach.

On November 17, 2002, AGC filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code, and was initially operating as a debtor-in-possession.³

¹ 47 U.S.C. §§ 34-39.

² 47 C.F.R. §§ 1.767 and 63.24(g).

³ See *In re Asia Global Crossing Ltd.*, Chap. 11 Case No. 02-15749 (SMB) (Bankr. S.D.N.Y., Nov. 17, 2002). On December 17, 2002, attorneys for PC Landing notified the Commission of the *pro*

On January 29, 2003, the U.S. Bankruptcy Court for the Southern District of New York approved the sale of substantially all of AGC's assets, but excluding the equity interest indirectly held by AGC in PC Landing, to Asia Netcom.⁴

While AGC completed the sale of substantially all of its assets on March 10, 2003, that transaction did not include the PC-1 cable system or the sale of AGC's indirect equity interest in PC Landing. Rather, on June 13, 2003, AGC's Chapter 11 reorganization converted to a Chapter 7 liquidation, at which time the United States Trustee appointed Mr. Robert L. Geltzer, a U.S. citizen, as interim trustee of the AGC estate. A copy of Mr. Geltzer's appointment by the Office of the United States Trustee is attached to this notification.

As a result of the conversion of AGC's bankruptcy to a Chapter 7 case and the appointment of Mr. Geltzer as AGC's trustee, the shareholders of AGC no longer have the ability to exercise voting control over AGC. While the beneficial ownership of PC Landing remains unchanged,⁵ AGC's trustee holds AGC's shares in PC Landing and has the sole and exclusive power to exercise any powers incident to such shares. Thus, control of PC Landing was involuntarily transferred from the shareholders of AGC to Mr. Geltzer as AGC's Chapter 7 trustee on June 13, 2003.

On November 7, 2003, PC Landing filed a Petition for Reconsideration of the Commission's October 8, 2003 *Order and Authorization* approving the transfer of control from Global Crossing Ltd. (Debtor-in-Possession) ("GCL") to GC Acquisition Corp. ("New GX") of certain authorizations and licenses held by subsidiaries of GCL,

forma transfer of control of PC Landing from AGC to AGC as debtor-in-possession. See Letter from Martin Stern, Attorney for PC Landing Corp., to Secretary, Federal Communications Commission (filed Dec. 17, 2002).

⁴ See *In re Asia Global Crossing Ltd., et al., Order Pursuant to Sections 105(a), 363(b), (f) and (m), 365 and 1146(c) of the Bankruptcy Code and Fed. R. Bankr. P. 6004 and 6006, (1) Approving the Terms and Conditions of Agreement Providing for the Sale of Substantially All of the Debtor's Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (2) Authorizing and Approving the Assumption and Assignment of Related Executory Contracts, (3) Authorizing Debtor to Consummate the Transactions Contemplated in Sale Agreement and (4) Determining that Sale is Exempt from Stamp Taxes and Section 1146(c) of the Bankruptcy Code*, Chap. 11 Case Nos. 02-15749 through 02-15750 (SMB) (Bankr. S.D.N.Y., Jan. 29, 2003).

⁵ PC Landing is a wholly owned subsidiary of Pacific Crossing Ltd. (Debtor-in-Possession), which in turn is 84.5% owned by AGC through two intervening, wholly owned subsidiaries of AGC. AGC, in turn, is 58.9% owned by Global Crossing Ltd., debtor-in-possession, with Microsoft Corporation and Softbank AGCH Holdings Ltd. each holding 14.7% interests. The remaining 11.7% of AGC is held by the public and others.

including the PC-1 cable landing license held by PC Landing.⁶ As the Commission noted in the *Order and Authorization*, at the time PC Landing was subject to the Chapter 7 bankruptcy proceeding of its parent company, AGC.⁷

PC Landing did not become aware of the need to notify the Commission of the *pro forma* involuntary transfer to AGC's Chapter 7 trustee until after the *Order and Authorization* had been issued.⁸ In any event, PC Landing's cable landing license recently was modified to add the new *pro forma* condition in 47 C.F.R. Section 1.767(g)(7), which incorporates by reference the standards for *pro forma* transactions under Section 63.24, as an amendment to paragraph 19(5) of the Cable Landing License for the Pacific Crossing (PC-1) cable.⁹

Pursuant to Section 1.767 of the Commission's rules,¹⁰ PC Landing provides the following information:

- (1) **Names, addresses and telephone numbers of the transferor and transferee, and the government, state or territory under the laws of which each applicant is organized:**

Transferor:

Asia Global Crossing Ltd. (Debtor-in-Possession)
200 Park Avenue
Third Floor

⁶ See Petition for Reconsideration of PC Landing Corp., IB Docket No. 02-286 (filed Nov. 7, 2003).

⁷ See *Order and Authorization*, IB Docket No. 02-286, DA 03-3121 (rel. Oct. 8, 2003) at ¶ 15 and n.63.

⁸ See Petition for Reconsideration of PC Landing Corp., IB Docket No. 02-286 (filed Nov. 7, 2003) at n.14.

⁹ See File No. SCL-MOD-20020807-00086 (granted Nov. 15, 2002); see also 17 FCC Rcd 22962, Public Notice, Actions Taken Under Cable Landing License Act (2002). Because there are no specific Commission procedures for bankruptcy filings by cable landing licensees, PC Landing understands that bankruptcy filings (whether initiated by the licensee or its creditors) are generally treated as *pro forma* transfers. See, e.g., 47 C.F.R. § 63.24(g) ("[I]n the case of an involuntary assignment or transfer of control to (1) a bankruptcy trustee appointed under involuntary bankruptcy . . . the applicant must make the appropriate filing no later than 30 days after the event causing the involuntary assignment or transfer of control."). To the extent the Commission believes that prior approval would be required for the *pro forma* transfer of control of PC Landing to AGC's Chapter 7 trustee, PC Landing seeks a waiver of any such prior consent condition.

¹⁰ 47 C.F.R. § 1.767.

Florham Park, NJ 07932
(973) 937-0312

Asia Global Crossing Ltd. is a corporation organized under the laws of Bermuda.

Transferee:

Robert L. Geltzer
Chapter 7 Trustee for the Estate of Asia Global Crossing, Ltd.
Tendler, Biggins & Geltzer
1556 Third Avenue
Suite 505
New York, NY 10128
(212) 410-0100

Robert L. Geltzer is the AGC Chapter 7 Trustee and is a U.S. citizen.

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

For PC Landing Corp.:

Michael Katzenstein
PC Landing Corp.
5956 Sherry Lane
Suite 1000
Dallas, TX 75225
(214) 451-6919
(214) 451-6999 (fax)

with copies to:

Henry Goldberg, Esq.
Goldberg Godles Wiener & Wright
1229 19th Street, N.W.
Washington, DC 20036
(202) 429-4900
(202) 429-4912 (fax)

For AGC's Chapter 7 Trustee:

Robert L. Geltzer
Chapter 7 Trustee for the Estate of Asia Global Crossing, Ltd.
Tendler, Biggins & Geltzer
1556 Third Avenue
Suite 505
New York, NY 10128
(212) 410-0100
(212) 410-0400 (fax)

(3) Descriptions of the Cable:

The architecture and capacity of the PC-1 cable network is a matter of record with the Commission and will not change as a result of the transaction described herein.¹¹

(4) Landing Points:

The general description of PC-1's cable landing stations is matter of record with the Commission and will not change as a result of the transaction described herein.¹²

(5) Common Carrier and Non-Common Carrier Status:

The PC-1 cable network operates on a non-common carrier basis and that regulatory classification will not change as a result of the transaction described herein.

(6) List of Proposed Owners

PC Landing is a wholly owned subsidiary of Pacific Crossing Ltd. (Debtor-in-Possession), which in turn is 84.5% owned by AGC through two intervening, wholly owned subsidiaries of AGC. AGC, in turn, is 58.9% owned by Global Crossing Ltd., debtor-in-possession, with Microsoft Corporation and Softbank AGCH Holdings Ltd. each holding 14.7% interests. The remaining 11.7 % of AGC is held by the public and others. While Global Crossing Ltd. retains a beneficial equity interest of

¹¹ See File No. SCL-LIC-19980807-00010 (formerly SCL 98-006).

¹² See *id.*

Ms. Marlene H. Dortch, Secretary

Nov. 20, 2003


Page 6

58.9% in AGC, Global Crossing cannot exercise any rights incident to such ownership inasmuch as Mr. Geltzer, Chapter 7 trustee of AGC, has the sole and exclusive custody and control of the assets of the AGC estate, including AGC's indirect interest in PC Landing

Please direct any questions concerning this matter to the undersigned.

Respectfully submitted,

PC LANDING CORP.
(DEBTOR-IN-POSSESSION)

By: 
Henry Goldberg

Goldberg, Godles, Wiener & Wright
1229 Nineteenth Street, N.W.
Washington, DC 20036
(202) 429-4900

Its Attorneys

Attachment

cc: Mr. Donald Abelson, Chief, International Bureau (by e-mail)



U.S. Department of Justice

Office of the United States Trustee
Southern District of New York

13 Whitehall Street
21st Floor
New York, New York 10004

(212) 510-0500
Fax (212) 668-2255

CONVERTED CASE MEMORANDUM

TO: Case Administration-Judge Team for Judge Bernstein
New York, New York

FROM: Carolyn S. Schwartz
United States Trustee

PREPARED BY: Mary V. Moroney

DATE: June 13, 2003

RE: Appointment of Chapter 7 Trustee - Converted Case
From Chapter 11 case to Chapter 7 - And Scheduling
of Section 341(a) Meeting To Be Noticed by Clerk's
Office

The below listed case has been reviewed.

Robert Geltzer has been selected as the interim trustee for the case. His address is Tandler, Biggins & Geltzer, 1556 Third Avenue, Suite 505, New York, N.Y. 10128. Telephone (212) 410-0100 Fax (212) 410-0400.

The 341(a) meeting for the case will be held at 80 Broad Street, Second Floor, New York, New York 10004-1408 on July 22, 2003 at the time indicated below:

CONVERTED CHAPTER (11) CASE TO CHAPTER 7 CASE

12:30 P.M.

Asia Global Crossing, Ltd., et. al 02 B 15749 & 50 (SMB)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In Re

Asia Global Crossing, Ltd., et al., 02 B 15749 & 50 (SMB)

Debtor(s).

APPOINTMENT OF INTERIM TRUSTEE AND TRUSTEE
AND DESIGNATION OF REQUIRED BOND

Robert Geltzer of New York, New York is hereby appointed, pursuant to 11 U.S.C. 701(a) as Interim Trustee for the estate(s) of the above named debtor(s). See 11 U.S.C. 701(c). If no trustee is elected, you shall serve as the Trustee in this case by operation of law. 11 U.S.C. 702(d).

The amount of your bond is covered by the bond of Interim Trustees in Chapter 7 cases issued by Atlantic Mutual Insurance Company Fund which is on file with the Office. See 11 U.S.C. § 322(a) Federal Rules of Bankruptcy Procedure 2010(a). In addition, because your blanket acceptance of appointment is on file (FRBP 2008; FRBP 2010(a)), you are required to notify the undersigned in writing within five (5) business days after receipt of this notice only in the event you reject this appointment.

Dated: New York, New York
June 13, 2003

CAROLYN S. SCHWARTZ
CAROLYN S. SCHWARTZ
UNITED STATES TRUSTEE
33 Whitehall Street, 21st Floor
NEW YORK, NEW YORK 10004