



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET S.W.
WASHINGTON D.C. 20554

News media information 202-418-0500
Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)
TTY (202) 418-2555

DA No. 13-2425

Report No. SCL-00147

Thursday December 19, 2013

Actions Taken Under Cable Landing License Act

Section 1.767(a) Cable Landing Licenses, Modifications, and Assignments or Transfers of Control of Interests in Cable Landing Licenses (47 C.F.R. § 1.767(a))

The FCC's Website and all Electronic Filing Systems, except for the Network Outage Reporting System (NORS), will be unavailable because of maintenance activities from 8:00 p.m. (EST) Friday, December 20 until 6:00 a.m. (EST) Sunday, December 22. We apologize for any inconvenience.

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By the Chief, Policy Division, International Bureau:

Pursuant to An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (Cable Landing License Act), Executive Order No. 10530, Exec. Ord. No. 10530 reprinted as amended in 3 U.S.C. § 301, and section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, the following applications ARE GRANTED. These grants of authority are taken under section 0.261 of the Commission's rules, 47 C.F.R. § 0.261. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of this public notice.

These applications have been coordinated with the Department of State and other Executive Branch agencies pursuant to section 1.767(b) of the Commission's rules, 47 C.F.R. § 1.767(b), and consistent with procedures established with the Department of State. See Review of Commission Consideration of Applications under the Cable Landing License Act, IB Docket No. 00-106, Report and Order, 16 FCC Rcd 22167, 22192-93, paras. 51-52 (2001) (Submarine Cable Landing License Report and Order); Streamlined Procedures for Executive Branch Review of Submarine Cable Landing License Requests, State Department Media Note (Revised) (rel. Dec. 20, 2001) available at <http://2001-2009.state.gov/r/pa/prs/ps/2001/6951.htm>.

This public notice serves as each cable landing licensee's Cable Landing License, or modification thereto, pursuant to the Cable Landing License Act and sections 1.767 and 1.768 of the Commission's rules. Cable landing licensees should review carefully the terms and conditions of their licenses. Failure to comply with these terms and conditions or relevant Commission rules and policies could result in fines or forfeitures.

The Commission most recently amended its rules applicable to submarine cable landing licenses in Review of Commission Consideration of Applications under the Cable Landing License Act, IB Docket No. 00-106, FCC 01-332, 16 FCC Rcd 22167 (2001), 67 Fed. Reg. 1615 (Jan. 14, 2002). An updated version of sections 1.767 and 1.768 of the rules is available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html>. See also http://hraunfoss.fcc.gov/edocs_public/attachmatch/DA-02-598A1.pdf for a March 13, 2002 Public Notice; http://hraunfoss.fcc.gov/edocs_public/attachmatch/FCC-01-332A1.pdf for the December 14, 2001 Report and Order.

SCL-T/C-20130729-00006 E

Brasil Telecom of America Inc.

Transfer of Control

Grant of Authority

Date of Action: 12/13/2013

Current Licensee: Brasil Telecom of America Inc.

FROM: Oi S.A.

TO: BTG Pactual YS Empreendimentos e Participacoes S.A.

Application filed for consent to the transfer of control of the cable landing license for the Globenet Cable System, SCL-LIC-19990602-00010 and SCL-MOD-20121003-00012, held by Brasil Telecom of America Inc. (Globenet), from Oi S.A. (Oi) to BTG Pactual YS Empreendimentos e Participacoes S.A. (BTG). The Globenet Cable System is a non-common carrier fiber-optic cable system linking the continental United States, Bermuda, Brazil, Colombia and Venezuela.

Globenet is an indirect wholly-owned subsidiary of Oi. Oi together with its subsidiary, BRT Servicos de Internet S.A., entered into a quota purchase agreement with BTG to transfer all of their equity interests in Brasil Telecom Cabos Submarinos Ltda (Cabos) and its subsidiaries located in Venezuela, Colombia, Bermuda and the United States, including Globenet. Globenet will thus become an indirect subsidiary of BTG.

Post consummation, Brasil Telecom Subsea Cable Systems (Bermuda) Ltd. (Brasil Subsea Cable), a Bermudan company, will hold a 100% voting and equity interest in Globenet. Brasil Subsea Cable is 100% owned by Cabos, a Brazilian company, which, in turn, is 99.99% owned by BTG, a Brazilian company, which, in turn, is 99.99% owned by BTG Pactual Infraestrutura II Fundo de Investimento em Participacoes (FIP Infraestrutura), a Brazilian company. The following companies hold ten percent or greater ownership interests in FIP Infraestrutura: (1) Saudi Arabian Monetary Agency, the central bank of the Kingdom of Saudi Arabia (22.6%), (2) BTG Investments LP, a Brazilian company (18.8%), (3) Infra-PSP Canada Inc., a Canadian company (18.8%), and (4) BTG Pactual Infraestrutura II Fundo De Investimento EM Cotas De Fundo De Investimento Em Participacoes (22.6%). These entities have passive investment in FIP Infraestrutura and their voting rights are considered minority protections only. BTG's investment committee (formed by nine Brazilian nationals) makes all major investment decisions regarding this fund. No other individual or entity will have a ten percent or greater equity or voting interest in Globenet.

Applicants agree to abide by the routine conditions specified in section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g).

We grant the Petition to Adopt Conditions to Authorizations and Licenses filed in this proceeding on December 13, 2013, by the Department of Justice (DOJ), including the Federal Bureau of Investigation, with the concurrence of the Department of Homeland Security. Accordingly, we condition grant of this application on Brasil Telecom of North America, Inc. and BTG Pactual YS Empreendimentos e Participacoes S.A., abiding by the commitments and undertakings set forth in the December 11, 2013 Letter of Assurance (LOA) to the Acting Assistant Attorney General, National Security Division, DOJ. The Petition and the Letter may be viewed on the FCC's website through the International Bureau Filing System (IBFS) by searching for SCL-T/C-20130729-00006 and accessing the "Other Filings related to this application" from the Document Viewing Area.

SCL-T/C-20131126-00013 E

CABLE & WIRELESS AMERICAS SYSTEMS, INC.

Transfer of Control

Grant of Authority

Date of Action: 12/18/2013

Current Licensee: CABLE & WIRELESS AMERICAS SYSTEMS, INC.

FROM: Vodafone Europe BV

TO: Vodafone International Operations Limited

Notification filed November 26, 2013, of the pro forma transfer of control of the cable landing license for the Apollo Cable System (Apollo Cable), SCL-LIC-20010122-00002, SCL-MOD-20020412-00031, held by Cable & Wireless Americas Systems, Inc. (CWAS), from Vodafone Europe B.V. to Vodafone International Operations Limited, effective March 26, 2013. The Apollo Cable system is a non-common carrier cable system between the United States, the United Kingdom, and France.

Cable & Wireless Global Network Limited (CWGNL), a wholly-owned indirect subsidiary of Vodafone Europe B.V., has a 60% and controlling interest in Apollo Submarine Cable Systems Ltd., the direct 100% parent of CWAS. Alcatel-Lucent has a 40% ownership interest in Apollo Submarine Cable Systems Ltd. The Alcatel-Lucent ownership is not affected by this transaction.

In an intra-corporate reorganization, direct control of Cable & Wireless Worldwide plc, a 100% indirect parent of CNGWL, was moved from Vodafone Europe B.V. to Vodafone International Operations Limited. Both Vodafone Europe B.V. and Vodafone International Operations Limited are indirect wholly-owned subsidiaries of Vodafone Group Plc.

Transfer of Control

Grant of Authority

Date of Action: 12/18/2013

Current Licensee: GLOBAL CROSSING TELECOMMUNICATIONS, INC.**FROM:** Level 3 GC Limited**TO:** Level 3 Financing, Inc.

Notification filed December 2, 2013, of the pro forma transfer of control of the interests in cable landing licenses held by Global Crossing Telecommunications, Inc. (GCTI), from Level 3 GC Limited (Level 3 GCL) to Level 3 Financing, Inc. (Level 3 Financing). GCTI holds interests in the following cable landing licenses: (1) Atlantic Crossing-1, SCL-LIC-19970506-00003, SCL-MOD-20020415-00033; (2) Mid-Atlantic Crossing, SCL-LIC-19981030-00023, SCL-MOD-20020415-00035; (3) Pan American Crossing, SCL-LIC-19981103-00022, SCL-MOD-20020415-00036; (4) South American Crossing, SCL-LIC-19980823-00015, SCL-MOD-20020415-00054; and (5) a half -interest in Atlantic Crossing-2, SCL-LIC-19990913-00019, SCL-MOD-20020415-00026.

The pro forma transfer of control occurred as part of an intra-corporate reorganization. Level 3 GCL and Level 3 Financing were both direct wholly-owned subsidiaries of Level 3 Communications, Inc. (Level 3 Parent). On October 4, 2011, Level 3 Parent contributed all of the issued and outstanding shares of Level 3 GCL to Level 3 Financing. Also on October 4, 2011, Level 3 GCL sold all of the issued and outstanding shares of Global Crossing North American Holdings, its wholly-owned subsidiary and an indirect 100% parent of GCTI to Level 3 Communications, LLC (Level 3 LLC), a direct wholly-owned subsidiary of Level 3 Financing. On December 31, 2012, Global Crossing Holdings Limited, a wholly-owned subsidiary of Level 3 GCL, was merged into Level 3 GCL with Level 3 GCL being the surviving entity. Also on December 31, 2012, ALC Communications Corporation, an intermediate wholly-owned subsidiary between Level 3 LLC and GCTI, and Global Crossing North America, Inc. (GCNAH), another intermediate wholly-owned subsidiary between Level 3 LLC and GCTI, with GCNAH being the surviving entity.