



PUBLIC NOTICE

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Thursday December 30, 2021

Non-Streamlined Submarine Cable Landing License Applications Accepted For Filing

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. Pursuant to the Submarine Cable Landing License Act, 47 U.S.C. §§ 34-39, and Executive Order No. 10530, reprinted as amended in 3 U.S.C. § 301, each applicant seeks: (a) the grant of a cable landing license; (b) the modification of a cable landing license; and/or (c) the assignment or transfer of control of an interest in a submarine cable landing license. These applications are not subject to the streamlined processing procedures set forth in Section 1.767 of the Commission's rules, 47 CFR § 1.767.

Unless otherwise specified, filings relating to these applications must be received within 14 days of this notice. Ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 CFR § 1.1206.

These applications are being coordinated with the Department of State and other Executive Branch agencies pursuant to section 1.767(b) of the Commission's rules, 47 CFR § 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>.

Pursuant to its decision 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), and section 1.767 of the rules, the Commission will take action upon these applications within ninety (90) days after release of this public notice, unless it determines that additional time is needed.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Transfer of Control

Current Licensee: FLAG Telecom Limited

FROM: GCX Holdings Limited

TO: Reef Bidco Limited

An application was filed for consent to the transfer of control of FLAG Telecom Limited (FLAG Telecom), the sole licensee on the FLAG Atlantic-1 System (FLAG Atlantic-1) (SCL-LIC-19990301-00005, SCL-MOD-20040211-00006), from GCX Holdings Limited (GCX Holdings) to Reef Bidco Limited (Reef Bidco). FLAG Telecom is a Bermuda limited company. Applicants filed a supplement on December 20, 2021.

FLAG Atlantic-1 is a loop system consisting of three undersea segments (Segment N, Segment S, and Segment E) with total capacity of 1.28 terabits per second (Tbps), extending between the United States, the United Kingdom, and France. Segment N extends between cable stations on the north shore of Long Island, New York, and at Cornwall, England. Segment S extends between the cable stations on the south shore of Long Island, New York, and at Brittany, France. Segment E extends between the cable stations at Cornwall, England, and Brittany, France.

FLAG Telecom is an indirect wholly owned subsidiary of GCX Holdings. FLAG Telecom owns and operates FLAG Atlantic-1 in international waters. Applicants state that FLAG Telecom's indirect wholly owned subsidiary, FLAG Telecom Network USA Limited, owns and operates the U.S. territory portions of FLAG Atlantic-1. Applicants state that FLAG Telecom's other wholly owned subsidiaries, FLAG Atlantic UK Limited and Reliance FLAG Atlantic France SAS, own the U.K. and French territory portions of the system, respectively.

Pursuant to a November 17, 2021 Share Sale and Purchase Agreement, Reef Bidco will acquire 100% of the outstanding shares of stock and ownership interests of GCX Holdings. Upon closing, FLAG Telecom will become an indirect wholly owned subsidiary of Reef Bidco, an England and Wales holding company. Reef Bidco is an indirect subsidiary of 3i Infrastructure plc, which is managed by a subsidiary of 3i Group plc.; both entities are organized in the United Kingdom. Applicants state that FLAG Telecom's management, operations, and customer-facing teams will continue to manage FLAG Atlantic-1 and its day-to-day business after closing of the proposed transaction.

Upon consummation, the 10% or greater direct and/or indirect voting and/or equity interest holders in FLAG Telecom will be: (1) GCX Global Limited, a Bermuda telecommunications company (100% direct equity and voting interest in Flag Telecom); (2) GCX Holdings Limited, a Bermuda telecommunications company (100% direct equity and voting interest in GCX Global Limited); (3) Reef Bidco, a U.K. holding company (100% direct equity and voting interest in GCX Holding Limited); (4) Reef Midco Limited, a U.K. holding company (100% direct equity and voting interest in Reef Bidco); (5) Reef Topco Limited, a U.K. holding company (100% direct equity and voting interest in Reef Midco Limited); (6) 3i Infrastructure plc, a publicly held and listed Jersey investment fund (expected to hold approximately greater than 90.1%, direct equity and voting interest in Reef Topco Limited); (7) 3i Investments plc, a U.K. investment manager that is the exclusive investment manager to 3i Infrastructure plc and will therefore have indirect control over management of Reef Bidco; (8) 3i plc, a U.K. holding company (100% direct equity and voting interest in 3i Investments plc); (9) 3i Holdings plc, a U.K. holding company (100% direct equity and voting interest in 3i plc); (10) 3i Group plc, a U.K. publicly listed investment fund and fund manager having (a) 100% direct equity and voting interest in 3i Holdings plc and (b) an approximate 30% equity interest in 3i Infrastructure plc. Applicants state that no other individual or entity besides 3i Group plc holds a direct or indirect voting or equity interest in 3i Infrastructure plc of 10% or more. Applicants also state that after closing, no other persons or entities are expected to hold directly or indirectly 10% or more of the equity and/or voting interests in FLAG Telecom.

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

Applicants state that GCX Holdings Limited and Flag Telecom made certain commitments with regards to operations of FLAG Atlantic-1 to the Department of Homeland Security in a Letter of Assurances (LOA) dated November 25, 2020. See Letter of Agreement from Carl Grivner, Chief Executive Officer, GCX Holdings Limited, to the Assistant Secretary for Trade and Economic Security, Office of Strategy, Policy, and Plans, Department of Homeland Security (Nov. 25, 2020), filed in SCL-ASG-20200127-00005. Applicants certify that they will continue to abide by the commitments made in the LOA after closing.

Pursuant to Commission practice, this application for transfer of control of a cable landing license and the associated domestic and international section 214 transfer applications (WC Docket No. 21-463, ITC-T/C-20211124-00181, ITC-T/C-20211130-00182, ITC-T/C-20211130-00183), are being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the foreign ownership of the Applicants.

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 CFR §§ 1.2001–2003.

By this notice, we inform the public that submarine cable landing license applications that are part of larger transactions involving multiple Commission licenses or authorizations may involve "extraordinary circumstances" as referenced in Review of Commission Consideration of Applications under the Cable Landing License Act, Report and Order, 16 FCC Rcd 22167 (2001) and Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997), paras. 327-28, Order on Reconsideration, 15 FCC Rcd 18158 (2000). Additionally, extraordinary circumstances result where Executive Branch agencies petition the Commission to defer action on an application pending the resolution of potential national security, law enforcement, foreign policy and trade policy issues. Accordingly, these applications may not be acted on within the 90-day review period that the Commission has established as the period of time normally required to reach a decision on non-streamlined cable landing licenses. This notice shall serve as public notice to applicants that, in these circumstances, additional time may be required for Commission review and final action. No additional formal public notice will be provided routinely with respect to specific applications in the event that the applicable review period extends beyond 90 days.