

SCL-AGT/TC Part D: Pro Forma (Non-Substantive) Transfer of Control

**13. Is the Transfer of Control of the authorization:**

- Voluntary [Check Box]
- Involuntary [Check Box]

**13a. If involuntary, identify the type below:**

- A bankruptcy trustee appointed under involuntary bankruptcy  
[Check Box]
- An independent receiver appointed by a court of competent jurisdiction in a foreclosure action  
[Check Box]
- Or, in the case of death or legal disability, to a person or entity legally qualified to succeed the deceased or disabled person under the laws of the place having jurisdiction over the estate involved  
[Check Box]
- Other [Check Box] If 'Other' is checked, identify the type: [[Text Box]]

**13b. Date of event causing the involuntary transfer of control:**

[Field to enter in a date]. [if date entered is prior to 30 days before current date] You must submit in an attachment an explanation as to why the filing was not provided to the Commission no later than thirty days (30) or less after the event causing the involuntary transfer of control.]

Related Filings

**14. Is there a separately filed request related to this transaction filed by the Applicants?**

- Yes. [check box]  
If yes, enter below the IBFS File No(s), ULS File No(s) and Docket No(s) for the related filings.  
ICFS: [a fill-in box]  
ULS: [a fill-in box]  
Docket No(s): [fill-in box]
- No [check box]

Transaction Information

**15. Was the Cable Landing License granted on or after March 15, 2002?**

- o Yes. [check box]
- o No. [check box]

**15.a. [If Q 15 is 'Yes'] Provide the consummation date of the transaction.**

[Field to enter in a date]. [If date entered is prior to 30 days before current date]  
You must submit in an attachment an explanation as to why the notification was not provided to the Commission within thirty days (30) or less after the consummation in accordance with section 1.767(g)(7) of the Commission's rules.

**15.b. [If Q 15 is 'No'] Has the Cable landing License been modified to allow for post-transaction notification of pro forma assignments and transfers of control?**

- Yes. [check box] [If yes, show Q.16c and Q.16d]
- No [check box] The Transferee acknowledges that it must obtain approval from the Commission for the pro forma transfer of control at least 30 days prior to the transfer of control and must notify the Commission no later than 30 days after either consummation of the pro forma transfer of control or a decision not to consummate the pro forma transfer of control.

**15.c** Enter below the IBFS File No(s) for the modification of the Cable Landing License (SCL-MOD).

IBFS: [fill-in box]

**15.d Provide the consummation date of the transaction.**

[Field to enter in a date]. [If date entered is prior to 30 days before current date, open the following statement] You must submit in an attachment an explanation as to why the notification was not provided to the Commission within thirty days (30) or less after the consummation in accordance with section 1.767(g)(7) of the Commission's rules.

**16. The Transferee certifies that the transfer of control was pro forma and, together with all previous pro forma transactions, does not result in a change of the Licensee's ultimate control as required in section 1.767(g) of the Commission's rules. In an attachment provide an explanation for this certification.**

**17. Enter on a segment specific basis, the percentage of voting and ownership interests being transferred in the cable system, including in the U.S. cable landing station, for each cable system.**

(a) Name of Cable System	(b) Segment or U.S. Cable Landing Station (CLS)	(c) Percentage of Voting Interest	(d) Percentage of Equity Interest
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		<b>in Cable Being Transferred by Segment/CLS</b>	<b>in Cable Being Transferred by Segment/CLS</b>
Fill in text box	Fill in text box		

[Applicant should be allowed to add rows]

**Foreign Ownership**

**18. Does any individual or entity that is not a U.S. citizen hold a 10% or greater direct or indirect equity or voting interest, or a controlling interest, in the Assignee?**

- Yes [**check box**]
- No [**check box**]

**Ownership Information**

**19. Will any person or entity directly or indirectly have 10% or more of the equity interests and/or voting interests, or a controlling interest, of the Licensee?**

- Yes [**check box**] Provide, in the fields below, the name, address, citizenship, and principal business of any person or entity that directly or indirectly owns at least 10% of the equity and/or voting interests or a controlling interest of the Applicant (“interest holder”) and the percentage of equity and/or voting interests owned by each of those entities to the nearest 1%. Also provide, in an attachment, a detailed ownership listing and ownership diagram, as required section 1.767(a)(8)(i) of the Commission's rules.

(a) Name of Individual or Entity that Directly or Indirectly Owns 10% or More of the Equity and/or Voting Interests of Applicant or Has a Controlling Interest (“Interest Holder”)	(b) Address of Interest Holder	(c) Citizenship or Country of Incorporation of Interest Holder [ <b>allow for dual citizenship for individuals</b> ]	(c)(1) Dual or More Citizenships (if applicable)	(d) Principal Business of Interest Holder	(e) Name of the Entity in Which the Interest Holder has a Direct 10% or More Equity and/or Voting Interest	(f) Equity Interest Held by Interest Holder (%)	(g) Voting Interest Held by Interest Holder (%)
Fill-in box	Fill-in	Drop-down	[This is an	Fill-in Box	Fill-in box	Fill-in Box	Fill-in Box

	box	menu of countries.	optional column; leaving it blank is permissible if there is no dual citizenship. Applicant can choose one or more countries from Drop-down country list. TAD to modify list of countries to add more countries. The completed column must be able to show multiple countries if multiple are selected. Applicant should also be able to select "other non-specified areas." The instructions will indicate that the "other non-specified areas" must be named in an uploaded attachment.]			[Validation check: cannot be less than 0 or greater than 100]	[Validation check: cannot be less than 0 or greater than 100]
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[Applicant should be able to add/remove rows]

- No **[check box]**

20. Does the Applicant have any interlocking directorates with a foreign carrier, pursuant to section 63.18(h) of the Commission’s rules?

- o Yes. **[check box]** In an attachment identify the interlocking directorates pursuant to 63.18(h) of the Commission’s rules.
- o No. **[check box]**

**Foreign Carrier Affiliations**

21. Is the Assignee a foreign carrier or is it affiliated with a foreign carrier in any foreign country?

- Yes. **[check box]**
- No **[check box]** In an attachment, provide the information and certifications required by 47 CFR § 1.767(a)(8)(ii) through (iv)

21.a. **[If Yes]** Provide the affiliation information below:

For column (c)1, choose from one of the following options: (a) The applicant is a foreign carrier in that country; (b) The applicant controls a foreign carrier in that country; (c) There exists any entity that owns more than 25 percent of the applicant, or controls the applicant, or controls a foreign carrier in that country; (d) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer and use of capacity on the cable in the United States; or (e) Non-standard affiliation (provide explanation).

(a) Name of Foreign Carrier	(b) Country of Affiliation	(c)(1) Identify the Type of Affiliation	(c)(2) Explanati on for non-standard Affiliation	(d) Does the Applicant seek to land and operate a submarine cable connecting the United States to this country?	(e) Does Applicant/Affiliate Carrier Own or Control Cable Landing Station in this Country?	(f) Is this country a member of the World Trade Organization?
[Fill-in box]	[Drop-down menu of countries]  [Applicant can select	[Text box with these options]: • (a) The Applicant is a foreign carrier in that	[Fill-in box if “e” was selected in column (c)(1)]	[Yes/No radial buttons]	[Yes/No radial buttons]	[Yes/No radial buttons]

	<p>“other non-specified areas” and must provide those areas in an uploaded attachment.]</p>	<p>country; or</p> <ul style="list-style-type: none"><li>•(b) The Applicant controls a foreign carrier in that country; or</li><li>•(c) Any entity that owns more than 25% of the Applicant, or that controls the Applicant, or controls a foreign carrier in that country.</li><li>• (d) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint</li></ul>				
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		venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States. •(e) N/A [text box for explanation if needed.]				

[Applicant should have the ability to add/remove rows from this table]

**21.b. Do any of the foreign carriers with which the Licensee/Assignee is affiliated have market power in any of the cable’s destination markets?**

- Yes. [check box] [if checked go to Q21.c]
- No. [check box] [if checked go to Q21.e]

**21.c [If Q 23b is Yes] Does the Licensee/Assignee agree to accept and abide by the reporting requirements in section 1.767(l) of the Commission’s rules?**

- Yes [check box]
- No [check box] [if “no” selected, then open 21.d]

**21.d. Explain:** [text box]

**21.e. [ If Q 23 is Yes] If a foreign carrier affiliation notification related to this transaction was filed pursuant to section 1.768 of the Commission’s rules, provide the file number of the filing (SCL-FCN).**

[text box]

**Waivers**

**22. Does the Applicant request a waiver(s) of the Commission's rules?**

- Yes (check box) Attach the request with a supporting narrative and documentation
- No (check box)

**22.a. Identify the rule section(s) for which a waiver is sought below.**

[Allow applicant to enter single or multiple rules]

**Application Fees**

**23. Will a fee be paid?**

- Yes (check box)
- No (check box)

**23.a. If yes, select the appropriate fee code for the application.**

[[Add drop Down box to select fee code]]

**23b. If no, indicate reason for fee exemption.**

- Governmental Entity (check box)
- Noncommercial educational license (check box)
- Other [fill-in text box for explanation]

**Attachments:**

**24. The Applicant has uploaded an attachment describing the transaction and explaining how it meets the Commission's rules and this transaction is in the public interest. [checkbox]**

**25. The Transferee has uploaded an explanation for its certification that the assignment or transfer of control was pro forma and, together with all previous pro forma transactions, does not result in a change of the Licensee's ultimate control, as required in section 1.767(g)(7) of the Commission's rules.**

Yes (check box)

N/A (check box)

**26. . The Applicant has uploaded an explanation as to why the notification was not provided to the Commission no later than thirty days (30) after the consummation in accordance with section 1.767(g)(7) of the Commission's rules.**

Yes (check box)

N/A (check box)

**27. The Transferee has uploaded an explanation of its anticipated pro forma transaction and has certified that the assignment will be pro forma and, together with all previous pro forma transactions, will not result in a change of the Licensee's ultimate control as required in section 1.767(g)(7) of the Commission's rules**

Yes (check box)

N/A (check box)

**28. The Applicant has uploaded an attachment to provide a detailed ownership listing and ownership diagram (both pre-transaction and post-transaction ownership diagrams) responding to section 63.18(h) of the Commission’s rules.**

Yes (check box)

N/A (check box)

**29. The Applicant has uploaded an attachment identifying any interlocking directorates with a foreign carrier, pursuant to section 63.18(h) of the Commission's rules.**

Yes (check box)

N/A (check box)

**30. The Applicant has uploaded an attachment providing the information and certifications required by section 1.767(a)(8)(ii-iv) of the Commission's rules.**

Yes (check box)

N/A (check box)

**31. The Applicant has uploaded a statement supporting the waiver request and identifying the rule number(s) involved, along with other material information**

Yes (check box)

N/A (check box)

**32. The Applicant has uploaded an Executive Branch agency service list as set forth in section 1.767(j) of the Commission’s rules.**

(check box)

**Attachments/Confidential Treatment of Attachments**

**33. Is the Applicant requesting confidential treatment of an attachment(s) under section 0.459 of the Commission’s rules?**

- Yes (check box) The Applicant must upload a supporting statement for the “confidential treatment request(s)” identifying the applicable rule(s) and providing other supporting materials or information. The Applicant must also upload both the Redacted Public version and the Non-Redacted Confidential version of the attachment(s) in the Attachments section below.
- No (check box)

Attachment No.	Description of Attachment	Confidential Treatment Requested
Attachment 1	[Fill-in box]	[check box]
Attachment (Public Version of Confidential Treatment Request and Supporting Statement)	[Fill-in box]	

Attachment 2(a) (Public Redacted Version)	[Fill-in box]	
Attachment 2(b) (Confidential Non-Redacted Version)	[Fill-in box]	[check box]

**General Certification Statements**

**34. In submitting this form,**

- **For cable landing licenses granted on or after March 15, 2002, the Transferee certifies that it accepts and will abide by the routine conditions in section 1.767(g) of the Commission’s rules, including but not limited to:**
  - acknowledges that the licensee(s) are prohibited from agreeing to accept special concessions directly or indirectly from any foreign carrier, including any entity that owns or controls a foreign cable landing station, where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and from agreeing to accept special concessions in the future;
  - shall maintain de jure and de facto control of the U.S. portion of the cable system, including the cable landing stations in the United States, sufficient to comply with the requirements of the Commission's rules and any specific conditions of the license;
  - shall comply with the requirements of section 1.768 of the Commission’s rules;
  - must notify the Commission within 30 days of the date the cable is placed into service;
  - acknowledge that the cable landing license shall expire 25 years from the in-service date, unless renewed or extended upon proper application. Upon expiration, all rights granted under the license shall be terminated;
  - shall file annual international circuit capacity reports as required by section 43.82 of the Commission’s rules;
  - shall file submarine cable outage reports as required in 47 CFR part 4;
  - acknowledges that the cable landing license is revocable by the Commission after due notice and opportunity for hearing pursuant to section 2 of the Cable Landing License Act, 47 U.S.C. § 35, or for failure to comply with the terms of the license or with the Commission's rules.
- **For cable landing licenses granted before March 15, 2002, the Assignee certifies that it accepts and will abide by the conditions set out in the cable landing license, as modified.**
- **The Applicant certifies that it has provided all the required information and certifications under section 1.767 of the Commission’s rules.**

- The Applicant certifies that neither it nor any other party to the application is subject to a denial of Federal benefits, including FCC benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR § 1.2002(b) for the meaning of "party to the application" for these purposes. (This certification does not apply to applications filed in services exempted under § 1.2002(c) of the rules, or to Federal, State or local governmental entities or subdivisions thereof. See 47 CFR § 1.2002(c).)
- The Applicant certifies that all of its statements made in this application and in the attachments or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

[check box]

### National Security/Law Enforcement Certification Statements

#### **35. In submitting this form, the Applicant certifies that it will:**

- Comply with all applicable Communications Assistance for Law Enforcement Act (CALEA) requirements and related rules and regulations, including any and all FCC orders and opinions governing the application of CALEA, pursuant to the Communications Assistance for Law Enforcement Act and the Commission's rules and regulations in Title 47, part 1, subpart Z;
- Make communications to, from, or within the United States, as well as records thereof, available in a form and location that permits them to be subject to a valid and lawful request or legal process in accordance with U.S. law, including but not limited to:
  - The Wiretap Act, 18 U.S.C. § 2510 et seq.;
  - The Stored Communications Act, 18 U.S.C. § 2701 et seq.;
  - The Pen Register and Trap and Trace Statute, 18 U.S.C. § 3121 et seq.; and
  - Other court orders, subpoenas or other legal process;
- Designate a point of contact who is located in the United States and is a U.S. citizen or lawful U.S. permanent resident, for the execution of lawful requests and as an agent for legal service of process;
- Ensure the continuing accuracy and completeness of all information submitted, whether at the time of submission of the application or subsequently in response to either the Commission or the Committee's request, as required under section 1.65(a) of the Commission's rules, and to inform the Commission and the Committee of any substantial and significant changes while an application is pending;
- Ensure that after the application is no longer pending for purposes of section 1.65 of the Commission's rules, it will notify the Commission and the Committee of any changes in the authorization holder or licensee information and/or contact information promptly, and in any event within thirty (30) days; and
- Fulfill the conditions and obligations set forth in the certifications set out in section 63.18(q) of the Commission's rules or in the grant of an application or authorization and/or that if the

information provided to the United States Government is materially false, fictitious, or fraudulent, it may be subject to all remedies available to the United States Government, including but not limited to revocation and/or termination of the Commission's authorization or license, and criminal and civil penalties, including penalties under 18 U.S.C. § 1001.

[check box]

**Parties Authorized to Sign**

**36. Licensee Signature**

<b>First Name:</b>	<b>MI:</b>	<b>Last Name:</b>	<b>Suffix:</b>
<b>Title:</b>			
<b>Signature:</b>		<b>Date:</b>	
<b>FAILURE TO SIGN THIS FORM MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18 Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 35, AND/OR FORFEITURE (U.S. Code, Title 47, Section 503)</b>			

**37. Transferor Signature**

<b>First Name:</b>	<b>MI:</b>	<b>Last Name:</b>	<b>Suffix:</b>
<b>Title:</b>			
<b>Signature:</b>		<b>Date:</b>	
<b>FAILURE TO SIGN THIS FORM MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18 Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 35, AND/OR FORFEITURE (U.S. Code, Title 47, Section 503)</b>			

**38. Transferee Signature**

<b>First Name:</b>	<b>MI:</b>	<b>Last Name:</b>	<b>Suffix:</b>
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<b>Title:</b>	
<b>Signature:</b>	<b>Date:</b>
<b>FAILURE TO SIGN THIS FORM MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID</b>	
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18 Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 35, AND/OR FORFEITURE (U.S. Code, Title 47, Section 503)</b>	