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

In the Matter of	)	
GLOBAL CROSSING LTD. (Debtor-in-Possession),	)	
Transferor,	)	IB Docket No. 02-286
and	)	
GC ACQUISITION LIMITED,	)	
Transferee,	)	
Application for Consent to Transfer Control and Petition for Declaratory Ruling	)	

AMENDMENT TO
APPLICATION FOR CONSENT TO TRANSFER CONTROL AND PETITION FOR DECLARATORY RULING

Global Crossing Limited ("GCL") and GC Acquisition Limited ("New GX" and, together with GCL, "Applicants"), by their undersigned counsel, submit this Amendment to Applicants' Application for Consent to Transfer Control and Petition for Declaratory Ruling (the "Application") with respect to the file numbers listed in Exhibit A. This Amendment provides new foreign affiliation information in accordance with Sections 1.767(a)(8) and 63.18(i)-(k) of the Commission's Rules, 47 C.F.R. §§ 1.767(a)(8) and 63.18(i)-(k).

I. Description of Proposed Affiliation

Singapore Technologies Telemedia Pte Ltd ("ST Telemedia"), one of the proposed investors in New GX, has advised Applicants that its subsidiary, Indonesia Communications Limited ("ICL"), has acquired a 41.94% stake in PT Indonesian Satellite Corporation ("Indosat")

and that ST Telemedia has acquired control of Indosat.[1] Following the completion of this transaction on December 20, 2002, Indosat's shareholders voted to appoint certain of ICL's nominees to the Board of Directors and Board of Commissioners of Indosat on December 27, 2002. As a result, under the Commission's Rules, Indosat will be considered a foreign affiliate of New GX upon consummation of the Proposed Transaction.

Indosat (together with its subsidiaries) is an Indonesian telecommunications and information technologies company and is the primary provider of international telecommunications services in Indonesia, a World Trade Organization Member. Indosat's principal business is to provide international telecommunications services, including local fixed line, domestic long distance, and mobile cellular services. The company also provides a variety of non-switched international telecommunication services, such as multimedia, data communications, and Internet services. Indosat controls the following companies providing telecommunications services:

Name of Company	**Countries of Operation**	**Principal Telecommunications Services Provided**
PT Satelit Palapa Indonesia ("Satelindo")	Indonesia	GSM 900 MHz cellular mobile, satellite-based telecommunications, and international telecommunications (IDD, VOIP and international submarine cable)
PT Indosat Multi Media Mobile	Indonesia	DCS 1800 MHz cellular mobile
PT Aplikanusa Lintasarta	Indonesia	Data communications

Applicants have been advised by ST Telemedia that Indosat, together with its subsidiary Satelindo, controls a majority of the cable landing stations in Indonesia. Indosat is an Indonesian company located at Gedung Indosat, J1. Medan Merdeka, Barat No. 21, Jakarta 10110.

[1] The information in this Amendment relating to Indosat was provided to Applicants by ST Telemedia. Applicants previously notified the Commission of the foreign carrier affiliations described in this Amendment on January 30, 2003. *See* Letter from Paul O. Gagnier to Marlene H. Dortch dated Jan. 30, 2003.

Satelindo is an Indonesian company located at J1. Daan Mogot, KM. 11, Jakarta Barat. In addition, Indosat appears on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets. New GX agrees to be regulated as dominant on the U.S.-Indonesia route upon consummation of the Proposed Transaction (without prejudice to any future request to be reclassified as non-dominant).

II. Amendments to Section 214 Application and Submarine Cable Application

Applicants amend their Application to Transfer Control of International and Domestic Section 214 Subsidiaries (the "Section 214 Application") and their Application to Transfer Control of Submarine Cable Landing Licensees -- Streamlined Processing Requested (the "Submarine Cable Application") as described below.[2]

A. Section 214 Application

(1) Applicants amend their response to 47 C.F.R. § 63.18(i) to include Indonesia as one of the countries in which ST Telemedia has a foreign carrier affiliate and in which the International 214 Subsidiaries[3] will have a foreign carrier affiliate following consummation of the Proposed Transaction.

(2) Applicants amend their response to 47 C.F.R. § 63.18(j) to include Indonesia on the list of countries to which the International 214 Subsidiaries will continue to provide international telecommunications

[2] To the extent necessary, Applicants also amend Section IV.C. of the Application at pages 24-25 consistent with the discussion herein. The indirect relationship between the Section 214 Subsidiaries, the Submarine Cable Subsidiaries and Indosat that will result from the Proposed Transaction will not negatively affect competition on the U.S.-Indonesia route. Applicants' agreement to have the Section 214 Subsidiaries and Submarine Cable Subsidiaries be regulated as dominant on that route will ensure that no competitive harm results from the Proposed Transaction.

services following consummation of the Proposed Transaction. Applicants amend Exhibit C to the Section 214 Application to include the following Indonesian foreign carrier affiliates of ST Telemedia:

COUNTRY	AFFILIATES
Indonesia	PT Indonesian Satellite Corporation
	PT Satelit Palapa Indonesia ("Satelindo")
	PT Indosat Multi Media Mobile
	PT Aplikanusa Lintasarta

(3) Applicants amend their response to 47 C.F.R. § 63.18(k) to advise the Commission that Indonesia is a World Trade Organization Member.

(4) Applicants amend their response to 47 C.F.R. § 63.18(l) to include Indonesia on the list of countries to which the International 214 Subsidiaries may resell the international switched services of unaffiliated U.S. carriers for the purpose of providing international telecommunications services.

(5) Applicants further amend their responses to 47 C.F.R. § 63.18(l) and amend their response to 47 C.F.R. § 63.18(m) to identify the U.S.-Indonesia route as a route on which New GX does not seek to invoke the presumption of non-dominance under 47 C.F.R. § 63.10(a)(3). New GX agrees to have the International 214 Subsidiaries be regulated as dominant on the U.S.-Indonesia route (without prejudice to any future request to be reclassified as non-dominant) and to file quarterly traffic reports pursuant to 47 C.F.R. § 43.61(c).

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[3] The term "International 214 Subsidiaries" is defined on page 2, footnote 1 of the Section 214 Application.

B. Submarine Cable Application

Applicants amend their response to Section 1.767(a)(8) of the Commission's Rules, 47 C.F.R. § 1.767(a)(8), as follows:

(1) Applicants include Indonesia as one of the countries in which ST Telemedia has a foreign carrier affiliate pursuant to 47 C.F.R. § 63.18(i) and in which the Submarine Cable Subsidiaries[4] will have a foreign carrier affiliate following consummation of the Proposed Transaction.[5]

(2) Applicants include Indonesia on the list of countries to which the International 214 Subsidiaries will continue to provide international telecommunications services following consummation of the Proposed Transaction. Applicants amend Exhibit B to the Submarine Cable Application to include the following Indonesian foreign carrier affiliates of ST Telemedia:

COUNTRY	AFFILIATES
Indonesia	PT Indonesian Satellite Corporation
	PT Satelit Palapa Indonesia ("Satelindo")
	PT Indosat Multi Media Mobile
	PT Aplikanusa Lintasarta

(3) Applicants advise the Commission that Indonesia is a World Trade Organization Member.

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[4] The term "Submarine Cable Subsidiaries" is defined on page 2, footnote 1 of the Submarine Cable Application.

[5] Because Indosat appears on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, New GX does not seek to invoke the presumption of non-dominance under 47 C.F.R. § 63.10(a)(3) on the U.S.-Indonesia route. New GX agrees to have

III. Request for Expedited Treatment

In light of New GX's agreement to be regulated as dominant on the U.S.-Indonesia route, and the importance to Applicants of obtaining Commission approval of the Application as expeditiously as possible, Applicants respectfully request that, should the Commission decide to place this Amendment on public notice, the Commission establish an abbreviated public notice period in order not to delay the approval of the Proposed Transaction.

Respectfully submitted,

GLOBAL CROSSING LTD.

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GC ACQUISITION LIMITED

By: Michael J. Shortley / MZC
Name: Michael J. Shortley, III
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Counsel for Global Crossing Ltd. and GC Acquisition Limited

Dated: February 13, 2003

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the Submarine Cable Subsidiaries be regulated as dominant on that route (without prejudice to any future request to be reclassified as non-dominant) and will comply with the requirements of 47 C.F.R. § 1.767(l).

EXHIBIT A

File Numbers Affected By This Amendment

COMPANY	FILE NUMBER
Budget Call Long Distance, Inc. (Debtor-in-Possession)	ITC-T/C-20020822-00406
Global Crossing Bandwidth, Inc. (Debtor-in-Possession)	ITC-T/C-20020822-00443
Global Crossing Government Markets USA, Inc. (Debtor-in-Possession)	ITC-T/C-20020822-00444
Global Crossing Holdings USA, Inc. (Debtor-in-Possession)	ITC-T/C-20020822-00445
Global Crossing North American Networks, Inc. (Debtor-in-Possession)	ITC-T/C-20020822-00446
Global Crossing Telecommunications, Inc. (Debtor-in-Possession)	ITC-T/C-20020822-00447
Racal Telecommunications Inc.	ITC-T/C-20020822-00449
International Optical Networks, L.L.C.	ITC-T/C-20020822-00448
GT Landing Corp. (Debtor-in-Possession)	SCL-T/C-20020822-00068
Global Crossing Telecommunications, Inc. (Debtor-in-Possession)	SCL-T/C-20020822-00070
MAC Landing Corp. (Debtor-in-Possession)	SCL-T/C-20020822-00071
PAC Landing Corp. (Debtor-in-Possession)	SCL-T/C-20020822-00072
PC Landing Corp. (Debtor-in-Possession)	SCL-T/C-20020822-00077
Global Crossing Latin America & Caribbean Co. (Debtor-in-Possession)	SCL-T/C-20020822-00073
GC Pacific Landing Corp. (Debtor-in-Possession)	SCL-T/C-20020822-00074
GT Landing II Corp. (Debtor-in-Possession)	SCL-T/C-20020822-00075

CERTIFICATION

On behalf of Global Crossing Ltd., I hereby certify under penalty of perjury that the statements in the foregoing *Amendment to Application for Consent to Transfer Control and Petition for Declaratory Ruling*, are true, complete, and correct to the best of my knowledge, information and belief.

SIGNATURE: _____

NAME: Michael J. Shortley, III

TITLE: Vice President & General Counsel – North America
Global Crossing Ltd.

DATE: Feb 11 03

CERTIFICATION

On behalf of GC Acquisition Limited, I hereby certify under penalty of perjury that the statements in the foregoing *Amendment to Application for Consent to Transfer Control and Petition for Declaratory Ruling* are sought, are true, complete, and correct to the best of my knowledge, information and belief.

SIGNATURE: _____

NAME: Michael J. Shortley, III

TITLE: **Vice President & General Counsel – North America**

DATE: February 11, 2003

CERTIFICATE OF SERVICE

I, Ruth W. Moroz, hereby certify that on this 13th day of February 2003, I caused a true and correct copy of the foregoing letter to be served upon the following parties in the manner indicated:

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