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 File Nos. listed in Attachment A
and	)	
GC ACQUISITION LIMITED,	)	
Transferee,	)	
Application for Consent to Transfer Control and Petition for Declaratory Ruling	)	

REPLY OF GLOBAL CROSSING LIMITED AND GC ACQUISITION LIMITED TO FURTHER COMMENTS OF ACN

Global Crossing Limited ("GCL") and GC Acquisition Limited ("New GX" and, together with GCL, "Applicants"), by their undersigned counsel, submit this Reply to the Further Comments of ACN in Opposition to Applicants' Petition for Declaratory Ruling.

I. ACN'S COMMENTS ARE NOT RESPONSIVE TO THE FEBRUARY 20, 2003 PUBLIC NOTICE

The Commission's February 20, 2003 Public Notice invited comments on a single discrete issue: Applicants' February 13, 2003 Amendment to their Application for Consent to Transfer Control and Petition for Declaratory Ruling (the "Application") and the proposed foreign carrier affiliation discussed therein. The Public Notice did not solicit comments on other issues.[1] ACN's comments fail to raise any

[1] *In re Global Crossing Ltd., et al.*, IB Docket No. 02-286, Public Notice: Global Crossing Ltd. And GC Acquisition Limited File Amendment To Application, DA 03-465 (Feb. 20, 2003), at 1. With the exception of comments related to the new affiliation, the comment period concluded on November 18, 2002. *In re Global Crossing Ltd., et al.*, IB Docket No. 02-

issues related to the proposed affiliation or even to mention the affiliation. ACN also did not seek leave to submit late-filed comments or to re-open the initial comment period on the Application. Therefore, Applicants urge the Commission to reject ACN's comments.[2]

II. APPLICANTS HAVE DEMONSTRATED THAT NEW GX IS QUALIFIED TO HOLD COMMISSION LICENSES

A. Applicants Have Provided All Material Information To The Commission

ACN's assertion that Applicants have intentionally withheld information from the Commission is unsupported and groundless. The only facts presented by ACN in support of its claim are the Commission's information requests and related communications regarding the future ownership of New GX. ACN is seemingly unaware that it is common for the Commission to issue information requests and to ask parties to clarify information with respect to complex transactions.[3] ACN's assertion that the issuance of information requests by the Commission in this proceeding demonstrates intentional misconduct by Applicants is ludicrous.

B. Applicants Have Provided Extensive Information Regarding the Future Ownership of New GX

In the Application and subsequent filings, Applicants have provided detailed information to demonstrate that the proposed ownership interests in New GX of Hutchison Telecommunications Limited, Singapore Technologies Telemedia Pte Ltd, and the creditors of GCL and its debtor subsidiaries are attributable almost entirely to persons from the United States and other World Trade

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286, Public Notice: Global Crossing Ltd. and GC Acquisition Limited Seek FCC Consent To Transfer Control Of Subsidiaries Holding Submarine Cable Landing Licenses, Wireless Licenses And Section 214 Authorizations And Request Declaratory Ruling Allowing Indirect Foreign Ownership, DA 02-2299 (Sept. 19, 2002). That day, ACN requested that the Commission extend the comment period. *In re Global Crossing, et al.*, IB Docket No. 02-286, Letter from Gerald Lavery Lederer to Marlene H. Dortch (Nov. 18, 2002). To Applicants' knowledge, ACN's request was not granted. Even if it had been, the extended comment period would have long since expired.

[2] Applicants respond to ACN's comments in the event the Commission does not reject them on procedural grounds.

[3] *See, e.g.*, *In re XO Communications, Inc.*, IB Docket No. 02-50, Letter from James Ball to Brad Mutschelknaus, *et al.* (Sept. 17, 2002); *In re Deutsche Telekom, VoiceStream, and PowerTel*, IB Docket No. 00-187, Letter from Donald Abelson to Cheryl A. Tritt (Feb. 2, 2001); *In re Sprint Corporation and MCI WorldCom, Inc.*, CC Docket No. 99-333, Letter from Michelle Carey to Magalie Roman Salas (Apr. 19, 2000).

Organization ("WTO") Members. Specifically, as detailed in Applicants' February 6, 2003 and February 24, 2003 letters to the Commission, more than 99% of the equity and voting interest of New GX is expected to be held by persons from the U.S. or other WTO Members.[4] There is nothing in the record to contradict the ownership information provided by Applicants. Moreover, that information is at least as extensive as the information that the Commission has found adequate in past transactions involving foreign ownership.[5] The Commission may therefore rely on the ownership information that Applicants have provided to conclude that the future owners of New GX will be almost entirely U.S. and other WTO Member persons.

III. APPLICANTS HAVE PROVIDED ANTI-DRUG CERTIFICATIONS

Sections 1.2001 through 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, require applicants for certain FCC licenses to certify that neither they nor any party to an application are subject to a denial of Federal benefits under section 5301 of the Anti-Drug Abuse Act of 1988. Contrary to ACN's assertions, Applicants provided the required certifications in the individual applications filed with the Commission on August 22, 2002.[6]

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[4] *In re Global Crossing Ltd., et al.*, IB Docket No. 02-286, Letter from Paul O. Gagnier to Marlene H. Dortch (Feb. 6, 2003); *In re Global Crossing Ltd., et al.*, IB Docket No. 02-286, Letter from Paul O. Gagnier to Marlene H. Dortch (Feb. 24, 2002). As Applicants have previously advised the Commission, it would be difficult for Applicants to provide more detailed ownership information about New GX. GCL and its debtor subsidiaries have a large number of creditors, not all of whom will become shareholders of New GX. Moreover, the shares of Hutchison Whampoa Limited ("HWL") and Cheung Kong (Holdings) Limited are publicly traded and widely held.

[5] *In re VoiceStream Wireless Corp., et al.* , 15 FCC Rcd 3341, ¶¶16-20 (2000) (allowing wireless licenses to be indirectly owned by Hutchison Whampoa Limited in an amount up to 30.6%).

[6] *In re Global Crossing Ltd., et al.*, IB Docket No. 02-286, Application to Transfer Control of International and Domestic Section 214 Subsidiaries, at 10 (Attachment D to Application); Application to Transfer Control of Submarine Cable Landing Licensees – Streamlined Treatment Requested, at 9 (Attachment E to Application); Form 603 of Global Crossing North American Networks Inc., at 3 (Attachment F to Application). Applicants also have disclosed all persons who are deemed to be "parties" to the Application for the purpose of the anti-drug certification, including all persons who are expected to become 5% or greater shareholders of New GX. *See* 47 C.F.R. § 1.2002(b)(2).

IV. CONCLUSION

For the foregoing reasons, Applicants urge the Commission to reject ACN's comments and to continue with its analysis of the Application so that it may promptly grant the Application once it is notified that any national security or law enforcement issues raised by the U.S. Government have been resolved.

Respectfully submitted,

Andrew D. Lipman
Jean L. Kiddoo
Paul O. Gagnier
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116
Tel: (202) 424-7500
Fax: (202) 424-7645

Counsel for Global Crossing Ltd. and
GC Acquisition Limited

Dated: March 13, 2003

ATTACHMENT A

File Numbers

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.	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

CERTIFICATE OF SERVICE

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

Qualex International
By E-Mail: qualexint@aol.com

J. Breck Blalock
By E-Mail: bblalock@fcc.gov

Susan O'Connell
By E-Mail: soconnel@fcc.gov

Kathleen Collins
By E-Mail: kcollins@fcc.gov

Henry Thaggert
By E-Mail: hthagger@fcc.gov

Zenji Nakazawa
By E-Mail: znakazaw@fcc.gov

Neil Dellar
By E-Mail: ndellar@fcc.gov

James Ball
By E-Mail: jball@fcc.gov

William Malone, Esq.
Gerald Lavery Lederer, Esq.
James R. Hobson, Esq.
Miller & Van Eaton, P.L.L.C
By E-Mail: wmalone@millervaneaton.com

John G. Malcolm, Esq.
Deputy Assistant Attorney General
Criminal Division
United States Department of Justice
10th Street & Constitution Avenue, N.W.
Washington, D.C. 20530
By First Class Mail

Patrick W. Kelley, Esq.
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20535
By First Class Mail

Debbie Goldman
Louise Novotny
Communications Workers of America
By E-Mail: debbie@cwa-union.org

Karl W. B. Schwarz
GlobalAxxess
By E-Mail: kw.schwarz@worldnet.att.net

Julian P. Gehman, Esq.
Mayer, Brown, Rowe & Maw
By Email: jgehman@mayerbrownrowe.com

Ruth W. Moroz

Ruth W. Moroz