

F. Gordon Maxson
Director - Regulatory Affairs



GTE Service Corporation

1850 M Street, NW
Suite 1200
Washington, DC 20036
202 463-5291
202 463-5239 fax
gmaxson@dcoffice.gte.com

April 28, 2000

Ms. Magalie R. Salas
Secretary
Federal Communications Commission
Washington, DC 20554

Re: Cable Landing License Application (AMERICAS-II)

Dear Ms. Salas:

Attached for filing are original and 5 copies of an Application to assign and transfer control of an interest in the AMERICAS-II submarine cable landing license.

The \$780.00 filing fee was paid electronically to Mellon Bank and the attached Form 159 shows the electronic audit code assigned to the transaction.

Copies of this Application are being provided as shown below. If there are any questions, please contact me by telephone or e-mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "F. Gordon Maxson".

Attachment: Application

C: ITS
Rebecca Arbogast
George Li
Liz Nightingale
Breck Blalock
Jackie Ruff
Johanna Mikes
Michelle Carey

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING
Electronic fee audit code
167552201091450

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060

(1) LOCKBOX # 358115

PAGE NO _____ OF _____

SPL AL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

(3) TOTAL AMOUNT PAID (dollars and cents)

GTE

\$ 780.00

(4) STREET ADDRESS LINE NO. 1

1850 M Street, N.W. Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington, DC

(7) STATE

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 463-5291

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY

(15) STATE

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

(20A) PAYMENT TYPE CODE (PTC)

(21A) QUANTITY

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

FCC USE ONLY

C U T

1

\$ 780.00

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 1 3 1 6 7 5 5 2 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2)

APPLICANT TIN

0

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, Certify under penalty of perjury that the foregoing and supporting information
(PRINT NAME)

are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

16 digit account number grid

Month and year expiration date grid

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described

AUTHORIZED SIGNATURE

DATE

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
GTE CORPORATION)	
Transferor)	
)	
GENUITY INC.)	File No.
Transferee)	
)	
)	
Application for authority for the)	
<i>pro forma</i> assignment of an interest)	
in the AMERICAS-II submarine)	
cable landing license and to)	
transfer control of it thereafter)	
to a publicly-held corporation)	

APPLICATION

GTE Corporation ("GTE") and Genuity Inc. ("Genuity") (collectively, "Applicants"), pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States ("Cable Landing License Act"), 47 U.S.C. §§ 34-39, and Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767, hereby request authority to transfer control of the 2.1692 percent interest in the AMERICAS-II submarine cable landing license¹ currently held by GTE Communications Corporation ("GTECC"),² a wholly-owned subsidiary of GTE, from GTE to Genuity. Post-transaction, Genuity will be an independently controlled company.

¹ In the Matter of AT&T Corp. et al., File No. SCL-98-003 and SCL-98-003A, 13 FCC Rcd 22540 (1998) ("AMERICAS-II Cable Landing License").

² Although, the Construction and Maintenance Agreement ("C&MA") for the AMERICAS-II submarine cable was signed by GTE Intelligent Network Services Incorporated ("GTE INS") on behalf of its authorized international carriers, the AMERICAS-II Cable Landing License authorizes the GTE interest in the name of GTE Communications Corporation ("GTECC"). GTECC currently holds a 2.1692 interest in the AMERICAS-II cable landing license, which is an amount higher than reflected in the AMERICAS-II C&MA due to GTE's recent purchase of a portion of another party's ownership.

GTE also seeks authority for a *pro forma* reorganization of this interest in preparation for the above-referenced transfer.³

The proposed transaction that is the subject of this application contemplates a series of steps, specifically: (1) the *pro forma* assignment of GTECC's interest in the AMERICAS-II submarine cable landing license from GTECC to GTE Telecom Incorporated ("Telecom"), also wholly-owned by GTE;⁴ (2) the further reorganization of this interest within the GTE corporate structure such that Telecom becomes a wholly-owned subsidiary of Genuity (formerly known as GTE Internetworking Incorporated), which at this time is also wholly-owned by GTE; and (3) the transfer of control of Telecom's interest in the AMERICAS-II cable landing license as GTE spins off Genuity as an independent corporation 90 percent owned and controlled by public shareholders through an initial public offering.⁵ Upon the conclusion of these transactions, the 2.1692 percent interest in the AMERICAS-II cable landing license will be held by Telecom and controlled by Genuity, a company held ninety percent by public shareholders and ten percent by GTE.

This application is being filed in preparation for the proposed merger between GTE and Bell Atlantic Corporation.⁶ Authority for the assignments and transfer of control described herein is requested so that GTECC's 2.1692 percent interest in the AMERICAS-II

³ Applications to transfer various other cable landing licenses and Section 214 authorizations in connection with this transaction are being filed contemporaneously herewith.

⁴ Section 63.24(a)(5) of the Commission's Rules provides for *pro forma* assignment of Section 214 authority. 47 C.F.R. § 63.24(a)(5). This assignment of a cable landing license from one sister company to another could follow a similar procedure.

⁵ Details of the transaction have been submitted in CC Docket No. 98-184, and are incorporated herein by reference. See *Ex Parte* Letter of GTE and Bell Atlantic, April 3, 2000; Supplemental Filing, Jan. 27, 2000.

⁶ GTE Corporation and Bell Atlantic Corporation, Application for Consent to Transfer Control, CC Docket No. 98-184, Oct. 2, 1998 (Public Notice, Oct. 8, 1998, DA 98-2035); Supplemental Filing, Jan. 27, 2000 (Public Notice, Jan. 31, 2000, DA 00-165); Further Applications and Amendments to the Merger Application, March 1, 2, 8, and 9, 2000 (Public Notice, Mar. 17, 2000, DA 00-608).

cable landing license ultimately will be controlled by a publicly-owned company and thus not be included in the proposed GTE-Bell Atlantic merger.

Applicants submit the following information in support of this Application:

I. THE PARTIES TO THE INITIAL PRO FORMA ASSIGNMENT

A. GTE Communications Corporation (Assignor)

GTECC is a corporation organized and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of GTE, a New York corporation.

B. GTE Telecom Incorporated (Assignee)

Telecom is a corporation organized and existing under the laws of the State of Delaware. It is currently wholly owned by Contel Federal Systems, Inc., a Delaware corporation, which is a wholly-owned subsidiary of GTE, a New York corporation.

C. International Affiliations

Both GTECC and Telecom are currently affiliated with foreign carriers through their common ownership or control by GTE. These affiliations are a matter of record before the Commission.⁷ The routes to the Dominican Republic and Venezuela are treated as dominant because of the GTE affiliations in those countries. As noted below, after step three of the proposed transaction, GTE's ownership interest in Telecom will be reduced to ten percent and Telecom's affiliation with foreign telecommunications carriers, as defined in Section 63.10 of the Commission's Rules, will cease.

⁷ Described in FCN-NEW-19981104-00038 and updated on June 21, 1999. Further update filed April 5, 2000 appeared on Public Notice April 27, 2000 under file number FCN-NEW-20000410-00021.

D. The Initial *Pro Forma* Assignment

As depicted in Exhibit 1, GTE is requesting approval for the *pro forma* assignment of GTECC's interest in the AMERICAS-II cable landing license to Telecom. Both GTECC and Telecom are wholly-owned subsidiaries of GTE.

II. THE PARTIES TO THE SUBSEQUENT *PRO FORMA* ASSIGNMENT

A. "Old" GTE Telecom Incorporated (Assignor)

Telecom is a corporation organized and existing under the laws of the State of Delaware. It is currently wholly owned by Contel Federal Systems, Inc., a Delaware corporation, which is a wholly-owned subsidiary GTE. GTE is a corporation organized and existing under the laws of the State of New York and is the parent company of all of the GTE operating subsidiaries.

B. GTE Interstate Communications Incorporated, Which Will Become "New" GTE Telecom Incorporated (Assignee)

GTE Interstate Communications Incorporated ("GTE Interstate"), which will become "New" GTE Telecom Incorporated (also "Telecom"), is a corporation organized and existing under the laws of the State of Delaware and wholly owned by Genuity, formerly GTE Internetworking Incorporated. Genuity is a Delaware corporation wholly owned by GTE at the present time. As noted below, in the third part of this transaction, Genuity will become an independent company held ninety percent by public shareholders and ten percent by GTE.

C. International Affiliations

Telecom is affiliated with foreign carriers through common ownership or control of such carriers by GTE. As described above, these affiliations are a matter of record before the Commission. The routes to the Dominican Republic and Venezuela are treated as dominant because of the GTE affiliations in those countries. As noted below, after step

three in the proposed transaction, GTE's ownership interest in Genuity and thus in Telecom will be reduced to ten percent and Telecom's affiliation with foreign telecommunications carriers will cease.

D. The Subsequent *Pro Forma* Assignment

As depicted in Exhibit 2, it is contemplated that there will be a further *pro forma* assignment of Telecom's interest in the cable landing license to GTE Interstate, a wholly-owned subsidiary of Genuity, which is in turn a wholly-owned subsidiary of GTE. This assignment would be effected by Telecom's merger into GTE Interstate. While GTE Interstate would be the surviving company, it would immediately change its name to Telecom. Accordingly, after completion of the transaction, "New" Telecom, which will hold the interest in the AMERICAS-II cable landing license, would be a wholly-owned subsidiary of Genuity, which in turn is a wholly-owned subsidiary of GTE. Since this assignment is within the control of GTE, it should be considered *pro forma* similar to the procedure allowed for Section 214 transfers under Section 63.24(a)(5) of the Commission's Rules. This transaction does not affect GTE's ultimate control of Telecom's interest in the AMERICAS-II cable landing license.

III. THE PARTIES TO THE TRANSFER OF CONTROL

A. GTE Corporation (Transferor)

GTE is a corporation organized and existing under the laws of the State of New York and is the parent company of all of the GTE operating subsidiaries.

B. Genuity Inc. (Transferee)

Genuity, formerly GTE Internetworking Incorporated, is a Delaware corporation wholly owned by GTE at the present time. In connection with the merger between GTE and Bell Atlantic Corporation, it is proposed that Genuity will be spun-off to the public in an initial public offering ("IPO"). A registration statement for this public offering was filed with the

Securities and Exchange Commission on April 7, 2000. Upon completion of the IPO, Genuity will no longer be controlled by GTE, but instead will be owned ten percent by GTE and ninety percent by a diverse roster of public shareholders.

C. International Affiliations

With the spin-off of Genuity from GTE, neither Genuity nor its subsidiary, Telecom, will then be affiliated with any foreign telecommunications carrier or have any interlocking directorates with a foreign telecommunications carrier.

D. The Transfer of Control

As depicted in Exhibit 3, GTE requests authority to transfer control of Telecom's 2.1692 percent interest in the AMERICAS-II cable landing license to Genuity, a company held ninety percent by public shareholders and ten percent by GTE. The transfer of control of Telecom's interest in the cable landing license for the AMERICAS-II cable from GTE to the publicly-held Genuity could qualify for streamlined treatment similar to the procedure allowed for Section 214 transfers under Section 63.12(a) of the Commission's Rules since Genuity post-transaction will have no foreign affiliations.

IV. PUBLIC INTEREST CONSIDERATIONS

Consummation of the proposed *pro forma* assignment, subsequent intracorporate transactions, and transfer of control will serve the public interest by enabling the spin-off of certain of GTE's interstate and international assets into an independently owned and controlled company. Genuity, the planned new parent of Telecom, already has interests in private cables through its subsidiary, GTE Intelligent Network Services Incorporated.⁸ GTE and Bell Atlantic have already shown in the merger proceeding that the Genuity solution would serve the public interest. It would preserve the integrity of Genuity's business

⁸ Transfer of control of GTE's interest in the private cable landing licenses to the public company will be effected through a contemporaneously filed separate application.

while providing incentives for the merged GTE and Bell Atlantic to attain Section 271 authority and eventually to acquire control of Genuity. For the same reasons, the public interest would be served by allowing the transfer of control of Telecom and its interest in the license at issue from GTE to Genuity.

V. INFORMATION REQUIRED BY SECTION 1.767 OF THE COMMISSION'S RULES

Applicants submit the following information for the initial *pro forma* assignment:

- (1) Names, addresses, and telephone numbers of GTECC and Telecom are:

GTE Communications Corporation
6665 N. MacArthur Blvd.
Irving, TX 75039-2443
Tel: (972) 465-4000
Contact Person: Paul Fuglie

GTE Telecom Incorporated
201 North Franklin Street, Suite 2400
Tampa, FL 33602
Tel: (813) 209-3411
Contact Person: Liz Dente

- (2) Both GTECC and Telecom are corporations organized under the laws of the State of Delaware.
- (3) Correspondence concerning this application should be sent to:

Gail L. Polivy, Esq.
GTE Service Corporation
1850 M Street, NW, Suite 1200
Washington, DC 20036
Tel: (202) 463-5200

And in addition to:

Ondrea Dae Hidley, Esq.
Genuity, Inc.
5221 N. O'Connor Blvd.
East Tower, 14th Floor [HQL09A80]
Irving, TX 75039
Tel: (972) 791-1745

- (4) A description of the AMERICAS-II submarine cable system is already on file with the Commission and is incorporated herein by reference. See AMERICAS-II Cable Landing License.

- (5) The landing locations in the United States are at cable stations in Hollywood, Florida; St. Croix, USVI; and Miramar, Puerto Rico. The foreign locations for landing AMERICAS-II are in Martinique, Curacao, Trinidad, Venezuela, French Guiana and Brazil.
- (6) The cable is a common carrier cable.
- (7) The other owners of the cable system are already on file with the Commission and are incorporated herein by reference. See AMERICAS-II Cable Landing License.
- (8) Telecom is currently affiliated with foreign carriers through their common ownership or control by GTE. These affiliations are a matter of record before the Commission.⁹ The routes to the Dominican Republic and Venezuela are treated as dominant because of the GTE affiliations in those countries. As noted above, after step three of the proposed transaction, GTE's ownership interest in Telecom will be reduced to ten percent and any foreign affiliation will cease. The foreign affiliations of the other owners of the cable system are already on file with the Commission and are incorporated herein by reference. See AMERICAS-II Cable Landing License.

Applicants submit the following information for the subsequent *pro forma*

assignment:

- (1) Names, addresses, and telephone numbers of Telecom and GTE Interstate are:

GTE Telecom Incorporated
201 North Franklin Street, Suite 2400
Tampa, FL 33602
Tel: (813) 209-3411
Contact Person: Liz Dente

GTE Interstate Communications Incorporated
3 Van de Graaff Drive
Burlington, MA 01803
(781) 262-3806
Contact Person: Steven N. Avruch

- (2) Telecom and GTE Interstate are corporations organized under the laws of the State of Delaware.
- (3) - (8) Same as above for the initial *pro forma* assignment.

Applicants submit the following information for the transfer of control:

⁹ See Note 7.

- (1) Names, addresses, and telephone numbers of GTE and Genuity are:

GTE Corporation
1255 Corporate Drive.
Irving, TX 75039
Tel: (972) 507-2105
Contact Person: Marianne Drost

Genuity Inc.
3 Van de Graaff Drive
Burlington, MA 01803
Tel: (781) 262-4303
Contact Person: Ira Parker

- (2) GTE Corporation is a corporation organized under the laws of the State of New York. Genuity Inc. is a corporation organized under the laws of the State of Delaware.
- (3) – (7) Same as described above for the *pro forma* assignments.
- (8) With the spin-off of Genuity from GTE, neither Genuity nor its subsidiary, Telecom, will then be affiliated with any foreign telecommunications carrier or have any interlocking directorates with a foreign telecommunications carrier. The foreign affiliations of the other owners of the cable system are already on file with the Commission and are incorporated herein by reference. See AMERICAS-II Cable Landing License.

In accordance with the provisions of Sections 1.2001-1.2003 of the Commission's Rules (47 C.F.R. § 1.2201-1.2003), the undersigned certifies that no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853(a).

VI. CONCLUSION

For the reasons stated above, GTE and Genuity respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this application for transfer of control of GTECC's interest in the AMERICAS-II cable landing license from GTE to Genuity and for the related intracorporate transactions that precede it.

Respectfully submitted,



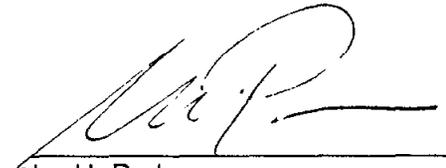
Geoffrey C. Gould
Vice President – Government &
Regulatory Affairs
GTE Corporation
1850 M Street NW, Suite 1200
Washington, DC 20036
Tel: (202) 463-5200
Fax (202) 463-5279

Dated: April 28, 2000

The next page contains the signature for Genuity Inc.

Continuation of signature page.

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'I.H.P.', written over a horizontal line.

Ira H. Parker
Secretary
Genuity Inc.
3 Van de Graaff Drive
Burlington, MA 01803
Tel: (781) 262-4303
Fax: (781) 262-3408

Dated: April 28, 2000

EXHIBIT 1

INITIAL PRO FORMA ASSIGNMENT

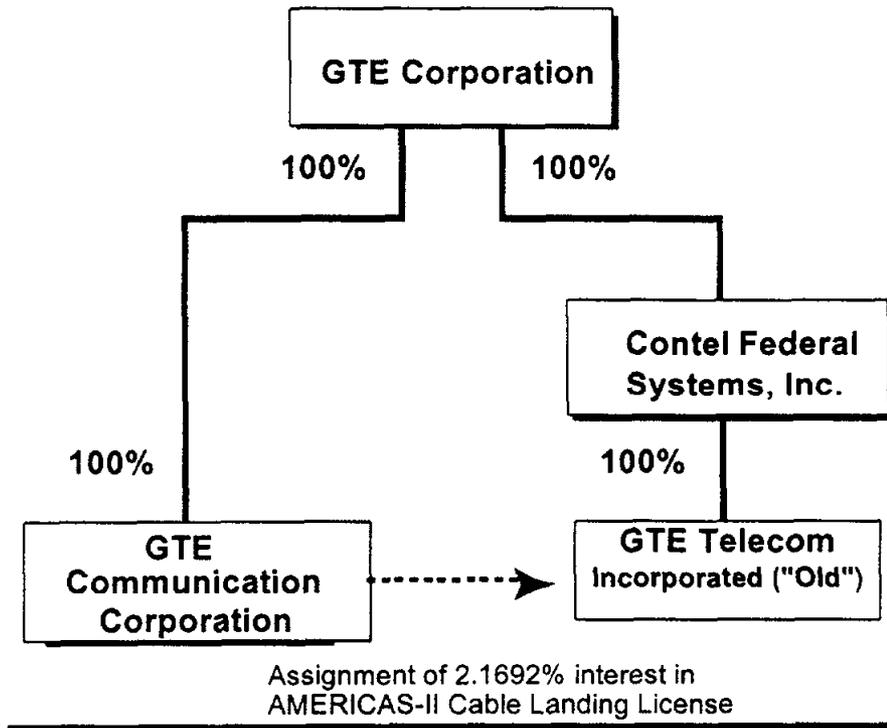


EXHIBIT 2

SUBSEQUENT PRO FORMA ASSIGNMENT

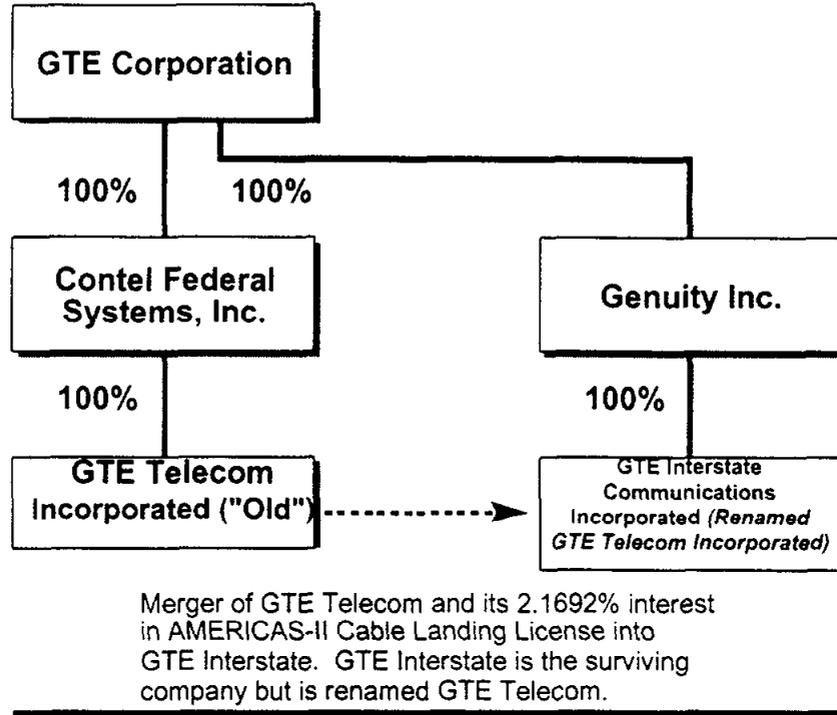


EXHIBIT 3
TRANSFER OF CONTROL

