



PUBLIC NOTICE

Federal Communications Commission
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DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF EXPEREO USA, INC. TO CETP III EXPEREO S.À.R.L.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 14-134

Comment Date: October 22, 2014
Reply Comment Date: October 29, 2014

On August 18, 2014, Expereo Holding B.V. (Expereo Holding) and CETP III Expereo S.à.r.l. (CETP III) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules to transfer control of Expereo USA, Inc. (Expereo USA) to CETP III.¹

Expereo USA, a Delaware corporation, is a wholly owned subsidiary of Expereo Holding, a company organized under the laws of the Netherlands. Expereo USA provides broadband and competitive telecommunications services to carrier customers in California, New York, and Virginia.

CETP III is a limited liability company incorporated under the laws of Luxembourg and does not provide telecommunications services. Applicants state that, upon completion of the proposed transaction, the following entities will own or control 10 percent or more of Expereo USA: Expereo Acquisition Holdings, B.V., a Netherlands entity, will own 100 percent of Expereo Holding. Brumbear B.V., a Netherlands entity, will own 33.1 percent of Expereo Acquisition Holdings B.V. Mulders Ventures B.V., a Netherlands entity, will own 31.9 percent of Brumbear B.V. Alphonsus Maria Mulders, Netherlands citizenship, will own 100 percent of Mulders Ventures B.V. Brunink Ventures B.V., a Netherlands entity, will own 31.9 percent of Brumbear B.V. Walter Johannes Antonius Brunink, Netherlands citizenship, will own 100 percent of Brunink Ventures B.V. Rana Holding B.V., a Netherlands entity, will own 21.2 percent of Brumbear B.V. Rajen Maganial Raithatha, United Kingdom citizenship, will own 100 percent of Rana Holding B.V. Citywall BV, a Netherlands entity, will own 10.6 percent of Brumbear B.V. Jan Adriaan van Berne, Netherlands citizenship, will own 100 percent of Citywall B.V. Stichting Administratiekantoor Expereo, a Netherlands entity, will own 4.4 percent of Brumbear B.V. CETP III will own 67 percent of Expereo Acquisition Holdings B.V. CETP III Participations S.à.r.l., a Luxembourg entity, will own 100 percent of CETP III. Carlyle Europe Technology Partners III, L.P. (CETP III, L.P.), a United Kingdom entity, will own 83.51 percent of CETP III Participations S.à.r.l, and

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed supplements to their domestic section 214 application on September 25, 2014 and October 6, 2014. On September 5, 2014, the Wireline Competition Bureau granted Applicants' request for special temporary authority (STA) to close the transaction immediately to avoid disruption of service to customers. The STA is effective for 180 days. Letter from Michael P. Donahue, Counsel for Applicants, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 14-134 (filed Sept. 4, 2014).

CETP III Co-Investment, L.P. (CETP III Co-Invest), a Canada entity, will own 16.49 percent of CETP III Participations S.à.r.l. The CETP III entities are ultimately owned by The Carlyle Group L.P., a Delaware entity.²

Pursuant to the terms of the proposed transaction, Applicants state that all of the shares of Expereo Holding will be transferred to Expereo Acquisition Holdings, B.V. Following closing, CETP III will hold a majority, 67 percent of the equity and voting rights in Expereo Acquisition Holdings B.V. with the remaining 33.1 percent being held by current owners of Expereo Holding through Brumbear B.V. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.³

Domestic Section 214 Application Filed for the Transfer of Control of Expereo USA, Inc. to CETP III Expereo S.à.r.l., WC Docket No. 14-134 (filed August 18, 2014).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before October 22, 2014**, and reply comments **on or before October 29, 2014**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Myrva Freeman, Competition Policy Division, Wireline Competition Bureau, myrva.freeman@fcc.gov;
- 2) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 3) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

² Syniverse Technologies, LLC, an affiliate of CETP III, provides competitive telecommunications services in the U.S. Applicants state that substantially all of the equity interests in CETP III, L.P. and CETP III Co-Invest are held by the limited partners of those entities. They state that only one limited partner holds an interest in those entities resulting in an indirect interest in CETP III of 10 percent or more, Pictet Private Equity Partners SA, an investment entity organized under the laws of Panama, has an indirect equity interest of approximately 13.8 percent. Applicants filed further detailed ownership information about CETP III in the record in this proceeding. Letter from John P. Janka and Jarrett S. Taubman, Counsel for CETP III, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 14-134 (filed Oct. 6, 2014).

³ 47 C.F.R. § 63.03(b)(2)(i).

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The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s ex parte rules. Persons making ex parte presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral ex parte presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the ex parte presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during ex parte meetings are deemed to be written ex parte presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s ex parte rules.

For further information, please contact Myrva Freeman at (202) 418-1506 or Jodie May at (202) 418-0913.

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