



PUBLIC NOTICE

Federal Communications Commission
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Washington, D.C. 20554

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DA 20-1546
December 31, 2020

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF INTERROUTE US LLC TO CUBE TELECOM EUROPE BIDCO LIMITED

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 20-427

Comments Due: January 14, 2021
Reply Comments Due: January 21, 2021

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by GTT Communications, Inc. (GTT), Interoute US LLC (Interoute), and Cube Telecom Europe BidCo Limited (BidCo) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent to transfer control of Interoute to BidCo.¹

GTT, a Delaware corporation and, through its subsidiaries, a global provider of cloud networking services, wholly owns Interoute. Interoute, a Delaware limited liability company, was formed for the purposes of the proposed transaction. At and prior to closing, Interoute will offer interstate telecommunications services and broadband services to wholesale, enterprise, and other customers in various states.²

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Application of GTT Communications, Inc., Interoute US LLC, and Cube Telecom Europe BidCo Limited, WC Docket No. 20-427 (filed Dec. 15, 2020) (Application). On December 23, 2020, Applicants filed a supplement to their domestic section 214 application. Letter from Edward A. Yorkgitis, Jr. et al., Attorneys for GTT Communications, Inc., and Interoute US LLC and Wayne D. Johnsen et al., Attorneys for Cube Telecom Europe BidCo Limited to Marlene H. Dortch, Secretary, FCC (Dec. 23, 2020) (on file in WC Docket No. 20-427) (Applicants' Supplement Letter). Applicants also filed applications for the transfer of authorizations associated with international and submarine cable landing authorizations. See IBFS File Nos. ITC-T/C-20201215-00209 and SCL-T/C-20201216-00048. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² Interoute will offer services in Alabama, Arizona, California, Colorado, Connecticut, the District of Columbia, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Maine, Massachusetts, Maryland, Michigan, Minnesota, Missouri, Montana, Nebraska, Nevada, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

BidCo, an England and Wales limited liability company, is a holding company formed for the purposes of the proposed transaction and will hold a direct 100% equity and voting interest in Interoute. BidCo is affiliated with NextGen MultiMedia Limited (NextGen), a Delaware limited company. NextGen provides transit, Ethernet and other services through its points of presence and limited fiber deployment in California and New York.³ BidCo is owned by Cube Telecom Europe TopCo Limited (TopCo), which is a wholly owned subsidiary of Cube Telecom Europe Holdings Limited (Cube Holdings), all formed under the laws of England and Wales.⁴ Cube Holdings is indirectly and ultimately owned by ISQ Holdings, LLC (ISQ Holdings), a Cayman Islands entity.⁵ ISQ Holdings is equally owned and controlled by Adil Rahmathulla, a citizen of Canada, Guatam Bhandari, a citizen of the United States, and Sadek M. Wahba, a citizen of the United States and the United Kingdom.

Pursuant to the terms of the proposed transaction, BidCo will acquire all of the issued and outstanding equity interest in Interoute, resulting in the transfer of control of Interoute from GTT to BidCo. Prior to closing, GTT will complete a series of pro forma transfers of certain U.S. operating authorizations and associated assets to Interoute from its commonly owned affiliates. Applicants state that, at the time of closing, Interoute and NextGen will have a limited overlap of fiber facilities in New York, New York and Los Angeles, California. Applicants assert that a grant of the Application would serve the public interest, convenience, and necessity. Because the transaction is more complex than usual, in order to analyze whether the proposed transaction would serve the public interest, we accept the Application for non-streamlined filing.⁶

Domestic Section 214 Application Filed for the Transfer of Control of
Interoute US LLC to Cube Telecom Europe BidCo Limited,
WC Docket No. 20-427 (filed Dec. 15, 2020).

Referral to Executive Branch Agencies. Through this Public Notice, pursuant to Commission practice, this application for transfer of domestic section 214 authority and the associated international applications, ITC-T/C-20201215-00209 and SCL-T/C-20201216-00048, are being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the foreign ownership of the Applicants.⁷

³ Pursuant to a Trust Agreement, Lincoln Multimedia, LLC, a Delaware limited liability company and an affiliate of I Squared (Lincoln Multimedia), is the sole beneficiary of The Lincoln Multimedia Trust (Lincoln Trust), which owns NextGen. Applicants' Supplement Letter at 2.

⁴ Cube Holdings is wholly owned by Cube Telecom Europe Aggregator, LLC (Cube Aggregator), a Cayman Islands limited liability company. The members of Cube Aggregator will be five investment funds ultimately controlled by ISQ Holdings.

⁵ Applicants provided a description of BidCo's full ownership in the Application. Application at 4-6.

⁶ 47 CFR § 63.03(c)(1)(v).

⁷ See *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, IB Docket Nos. 97-142 and 95-22, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23918-19, paras. 61-63 (1997) (*Foreign Participation Order*), recon. denied, 15 FCC Rcd 18158 (2000). See also *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927 (2020).

GENERAL INFORMATION

The application identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies.

Interested parties may file comments and petitions **on or January 14, 2021** and reply comments or oppositions to petitions **on or before January 21, 2021**. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

- **Electronic Filers:** Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/>.
- **Paper Filers:** Parties who choose to file by paper must file an original and one copy of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.
 - Filings can be sent by commercial overnight courier or by first-class or overnight U.S. Postal Service mail.⁸ All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.
 - Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty).

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

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;

⁸ In response to the COVID-19 pandemic, the FCC has closed its current hand-delivery filing location at FCC Headquarters. We encourage outside parties to take full advantage of the Commission's electronic filing system. Any party that is unable to meet the filing deadline due to the building closure may request a waiver of the comment or reply comment deadline, to the extent permitted by law. *FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Filing*, Public Notice, DA 20-304 (rel. Mar. 19, 2020). <https://www.fcc.gov/document/fcc-closes-headquarters-open-window-and-changes-hand-delivery-policy>.

- 3) David Krech, Telecommunications and Analysis Division, International Bureau, david.krech@fcc.gov; and
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the application in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.⁹ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

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⁹ See 47 CFR § 1.45(c).