



PUBLIC NOTICE

Federal Communications Commission
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Washington, D.C. 20554

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DA 21-1623
December 21, 2021

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF SUBSIDIARIES OF GCX HOLDINGS LIMITED TO REEF BIDCO LIMITED

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 21-463

Comments Due: January 4, 2022
Reply Comment Due: January 11, 2022

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by GCX Holdings Limited (GCX), Vanco US, LLC (Vanco US), Vanco Solutions, Inc. (Vanco Solutions), Reliance Globalcom Services, Inc. (RGSI) (Vanco US, Vanco Solutions, and RGSI, collectively Licensees), and Reef Bidco Limited (RBL) (GCX, Licensees, and RBL, 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 the Licensees to RBL.¹

GCX, a Bermuda entity, is the indirect parent of Licensees. Vanco US, a Delaware limited liability company, provides competitive telecommunications services to enterprise customers in Colorado, Florida, Indiana, Massachusetts, Michigan, New York, Oregon, Washington, and Wisconsin.² Applicants state that Vanco Solutions and RGSI, both Delaware corporations and competitive telecommunications service providers, do not currently serve any customers.³

RBL, an England and Wales holding company, is an indirect subsidiary of 3i Infrastructure plc (3iN), a Jersey investment fund (and United Kingdom tax resident company) listed on the London Stock Exchange.⁴ 3iN is managed by 3i Investments plc (3i Investments), a public limited

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Joint Application for Consent to Transfer Control of GCX Holdings Limited, Vanco US, LLC, Vanco Solutions, Inc., and Reliance Globalcom Services, Inc. to Reef Bidco Limited, Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 21-463 (filed Nov. 24, 2021) (Application). Applicants also filed applications for the transfer of control of international and submarine cable landing licenses. See ITC-T/C-20211124-00181; ITC-T/C-20211124-00182; ITC-T/C-20211124-00183; and SCL-T/C-20211124-00049. On December 20, 2021, Applicants filed a supplement to their domestic section 214 application. Letter from K.C. Halm, Counsel to Reef Bidco Limited, to Marlene H. Dortch, Secretary, FCC (filed Dec. 20, 2021) (on file in WC Docket No. 21-463) (Supplement). Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² Application at 3. GCX, through its subsidiaries, also owns and operates submarine cable systems and competitive service providers globally. In addition to Licensees, GCX's subsidiary, FLAG Telecom Limited (FLAG Telecom), a Bermuda entity, owns and operates the FLAG Atlantic-1 System (connecting the United States, United Kingdom, and France). FLAG Telecom Networks USA, an indirect subsidiary of FLAG Telecom, owns and operates the U.S.-territory portions of the FLAG Atlantic-1 System. *Id.*

³ *Id.* at 2.

liability company incorporated in England and Wales, which, in turn, is a wholly-owned subsidiary of 3i Group plc (3i Group), also a public limited liability company incorporated in England and Wales.⁵ 3i Group is an investment fund and fund manager listed on the London Stock Exchange.⁶

Pursuant to the terms of the proposed transaction, RBL will acquire all the outstanding shares of stock and ownership interests of GCX.⁷ As a result, the Licensees will each become indirect subsidiaries of 3iN, which itself is managed by a subsidiary of 3i Group.⁸

Applicants assert that a grant of the Application would serve the public interest, convenience, and necessity.⁹ Applicants state that, following the close of the transaction, “Licensees will have access to the operational and managerial resources of 3i Infrastructure and such support will strengthen their competitive position” and that “Licensee[s] will continue to provide service to its customers at the same rates, terms, and conditions and without interruption.”¹⁰

Applicants do not request streamlined processing for the Application, and we accept it for non-streamlined processing under the Commission’s rules.¹¹

Referral to Executive Branch Agencies. Through this Public Notice, pursuant to Commission practice, the Application and the associated international and cable landing license applications, ITC-T/C-20211124-00181; ITC-T/C-20211124-00182; ITC-T/C-20211124-00183; and SCL-T/C-20211124-00049, 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.¹²

⁴ *Id.* at 3. RBL does not provide telecommunications services in the United States, however, its indirect affiliate, Tampnet Inc., provides wireless and broadband services to offshore oil and gas exploration and production facilities, other maritime businesses, and Tier 1 mobile carriers in the Gulf of Mexico region. *Id.* at 5. Applicants state that, following the consummation of the proposed transaction, 3iN will indirectly hold approximately a greater than 90.1% indirect equity and voting interest in RBL. *Id.* at 9 and 11. Applicants have provided information on other indirect entities in the ownership chain and post-consummation ownership charts. Application at 8-12 and Exh. A (Current and Post-Ownership Structure of the Licensees).

⁵ Application at 3, 8-12.

⁶ *Id.* at 3; Supplement at 1. 3i Group holds a 30% interest in 3iN, and no other shareholder holds a 10% or greater interest in 3iN. *Id.* at 10 and 12 and n. 4 and n. 5. Applicants provide the names and citizenships for each member of the Board of Directors for 3i Group. Supplement at 1 and Appendix A (3i Group plc Board of Directors). Applicants state that, other than the interest in Tampnet Inc., none of the 3i entities identified in the Application have an interest in any other provider of U.S. telecommunications services. Supplement at 1

⁷ Application at 4.

⁸ *Id.* Applicants state that the Licensees will each be indirectly wholly-owned by GCX Managed Services Limited, a Bermuda entity, which, in turn, is indirectly wholly-owned by GCX. *Id.* at 8, 10, and Exh. A at 3. FLAG Telecom will continue to be indirectly wholly owned by GCX. *Id.* at Exh. A at 2.

⁹ *Id.* at 4-5.

¹⁰ *Id.* at 5.

¹¹ 47 CFR § 63.03(c)(1)(v); *see also* Supplement at 1.

¹² 47 CFR § 1.40001. *See 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), Erratum (Appendix B — Final Rules), DA 20-1404 (OMD/IB rel. Nov. 27, 2020). *See also 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

Domestic Section 214 Application Filed for the Transfer of Control of Subsidiaries of GCX Holdings Limited to Reef Bidco Limited, WC Docket No. 21-463 (filed Nov 24, 2021).

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 **on or before January 4, 2022**, and reply comments **on or before January 11, 2022**. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper.

- **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.¹³ 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. U.S. Postal Service first-class, Express, and Priority mail must be addressed to 45 L Street, NE, Washington, DC 20554.

People with Disabilities: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

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) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;
- 3) David Krech, Telecommunications and Analysis Division, International Bureau, david.krech@fcc.gov;

Reconsideration, 12 FCC Rcd 23891, 23918-19, paras. 61-63 (1997) (*Foreign Participation Order*), recon. denied, 15 FCC Rcd 18158 (2000).

¹³ Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19. See *FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy*, Public Notice, 35 FCC Rcd 2788 (OS 2020).

- 4) Arthur Lechtman, Telecommunications and Analysis Division, International Bureau, arthur.lechtman@fcc.gov; and
- 5) 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.¹⁴ 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 Gregory Kwan at (202) 418-1191.

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¹⁴ See 47 CFR § 1.45(c).