**DA 22-811**

**Released: August 2, 2022**

**APPLICATIONS GRANTED FOR THE TRANSFER OF CONTROL OF**

**GTT COMMUNICATIONS, INC., DEBTOR-IN-POSSESSION**

**WC Docket No. 21-****445**

By this Public Notice, the Wireline Competition Bureau and International Bureau (together, Bureaus) grant, as conditioned, applications[[1]](#footnote-3) filed by GTT Communications, Inc., debtor-in-possession (GTT), and its direct and indirect subsidiaries, GTT Americas, LLC, debtor-in-possession (GTT Americas), and GC Pivotal, LLC, debtor-in-possession (GC Pivotal) (GTT Americas and GC Pivotal, together, GTT Subsidiaries) (GTT and GTT Subsidiaries, together, the Company or Applicants),[[2]](#footnote-4) pursuant to section 214 of the Communications Act of 1934, as amended (the Act),[[3]](#footnote-5) and sections 63.03-04, 63.18, and 63.24 of the Commission’s rules,[[4]](#footnote-6) requesting consent for the assignment of the section 214 authorizations held by the GTT Subsidiaries, as debtors-in-possession, to the reorganized GTT Subsidiaries, and the transfer of control of GTT from the existing stockholders to new equity holders of reorganized GTT (Reorganized GTT) following GTT’s emergence from Chapter 11 bankruptcy.[[5]](#footnote-7)

On December 15, 2021, the Bureaus released a public notice seeking comment on the Applications.[[6]](#footnote-8) The Bureaus received petitions to deny from Steven A. Zecola and Strategic Policy Investors, LLC (STI)[[7]](#footnote-9) and also received comments in opposition from Mr. Zecola and another individual, Jan Willem Meijer.[[8]](#footnote-10) As discussed below, we deny the arguments in the petitions to deny and comments opposing the proposed transaction.

On July 25, 2022, the National Telecommunications and Information Administration (NTIA), on behalf of the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (Committee), submitted a Petition to Adopt Conditions to Authorizations and Licenses (Committee Petition).[[9]](#footnote-11) In order to address concerns related to national security, law enforcement, foreign policy, or trade policy, we impose a transaction-related condition on the grant of the Applications. Specifically, we grant the Committee Petition and condition grant of the Applications on compliance by the Applicants with the commitments and undertakings set out in the Letter of Agreement filed with the Committee Petition.

**Applicants and Description of Transaction**

GTT is a Delaware holding company that does not hold any section 214 authorizations itself.[[10]](#footnote-12) GTT indirectly wholly-owns GTT Americas, a Delaware limited liability company, which is the direct parent of GC Pivotal.[[11]](#footnote-13) GTT Americas holds authority from the Commission to provide interstate and international telecommunications services in all of the 48 states in the continental United States plus Hawaii and the District of Columbia and provides services as a competitive local exchange carrier (LEC) in California.[[12]](#footnote-14) GC Pivotal is a direct, wholly-owned subsidiary of GTT Americas and has been authorized to provide competitive LEC and interexchange services in multiple states, primarily serving enterprise customers.[[13]](#footnote-15) GC Pivotal also holds authority from the Commission to provide interstate and international telecommunications services in all of the 48 states in the continental United States plus Hawaii and the District of Columbia.[[14]](#footnote-16) After emergence from bankruptcy, the GTT Subsidiaries will continue to operate in their current service territories.[[15]](#footnote-17)

Applicants stated in the Application that the reorganization Plan “provides for the issuance of new equity interests representing 100% of the voting and equity ownership in Reorganized GTT at Emergence [from Chapter 11] to the Debtors’ Funded Debt Creditors (as defined herein). Specifically, upon Emergence, the holders of the 2018 Credit Facility Claims[[[16]](#footnote-18)] will receive on a pro rata basis 88% of the new equity interests in Reorganized GTT and the holders of Senior Notes Claims[[[17]](#footnote-19)] will receive 12% of the new equity interests in Reorganized GTT (the holders of such 2018 Credit Facility Claims and Senior Notes Claims, collectively, the ‘Funded Debt Creditors’).”[[18]](#footnote-20)

Applicants have updated the record to reflect that after emergence from Chapter 11 pursuant to the reorganization Plan, the following entities will hold a 10% or greater interest in Reorganized GTT: various investment funds managed and controlled by Anchorage Capital Group, L.L.C. (Anchorage), a Delaware limited liability company[[19]](#footnote-21) (12.25% direct equity and voting interest), and Lone Star Fund XI, L.P., a Bermuda entity (18% indirect voting and equity interest).[[20]](#footnote-22) Lone Star Management Co. XI, Ltd., a Bermuda entity, is the general partner of Lone Star Partners XI, L.P, also a Bermuda entity, which is the general partner of Lone Star Fund XI, L.P.[[21]](#footnote-23) John P. Grayken, a citizen of Ireland, is the sole owner of Lone Star Management Co. XI, Ltd. and will hold an approximate 18% indirect and voting interest in Reorganized GTT at Emergence.[[22]](#footnote-24) Applicants state that, post-emergence, none of the entities or individuals that will directly or indirectly hold a 10% or greater interest in Reorganized GTT will also hold a 10% or greater interest in any other domestic provider of telecommunications services.[[23]](#footnote-25)

Applicants assert that grant of the Applications would serve the public interest, convenience, and necessity.[[24]](#footnote-26) They state that the Company will continue its operations uninterrupted and that “the [r]estructuring is designed to ensure that the Debtors will emerge from the Chapter 11 cases to enable the Company to be a financially stronger service provider and competitor.”[[25]](#footnote-27)

**Discussion**

1. Potential Public Interest Harms

We find, upon consideration of the record, that a grant of the Applications will serve the public interest, convenience, and necessity. In accord with Commission precedent, we first consider whether the proposed transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.[[26]](#footnote-28) We then employ a balancing test weighing any potential public interest harms of the proposed transaction against any potential public interest benefits.[[27]](#footnote-29) The Applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, serves the public interest.[[28]](#footnote-30)

We find that there are no potential public interest harms identified in the record. First, the proposed transaction will not result in a significant reduction in competition as the 10% or greater interest holders in the Reorganized GTT do not hold an interest in other domestic telecommunications service providers.[[29]](#footnote-31) We agree with Applicants that by emerging from bankruptcy subject to the approved Plan, Reorganized GTT will be able to continue its operations without interruption and be better positioned to compete more fully to serve customers in the markets in which it operates.[[30]](#footnote-32)

Second, we deny the arguments filed by Mr. Zecola and Mr. Meijer (together, Commenters), which contain scattered and conflicting requests that we deny the proposed transaction, seek further information from the Applicants, hold a hearing, or condition the transaction grant on a “reasonable distribution of ownership between the current debt and equity holders.”[[31]](#footnote-33) They principally challenge the need for Chapter 11 bankruptcy relief when “GTT has multiple avenues to repay all of its debts.”[[32]](#footnote-34) They also dispute the Plan’s treatment of GTT’s equity holders, which they assert should retain control of GTT despite the approval of the bankruptcy Plan,[[33]](#footnote-35) and refute GTT’s company valuation in the bankruptcy proceeding.[[34]](#footnote-36) We also deny STI’s arguments that Mr. Ulrich, who holds an interest in Anchorage, will have actual control of GTT despite Anchorage’s proposed 12.25% interest upon emergence, and also deny STI’s arguments raising character qualifications.[[35]](#footnote-37)

Under its long standing precedent, the Commission defers to a bankruptcy court’s determination concerning matters over which the court has jurisdiction and when doing so will not unduly interfere with its public interest obligations under the Act.[[36]](#footnote-38) It is “the Commission’s policy to support the bankruptcy laws, and where possible to accommodate them in a manner that is consistent with the [Communications]Act.”[[37]](#footnote-39) Contrary to Commenters’ argument that the Bankruptcy Court “rubber-stamped the Plan,”[[38]](#footnote-40) the Court found in its judgment that “[t]he Plan ha[d] been proposed in good faith, for proper purposes and not by any means forbidden by law.”[[39]](#footnote-41) The Bankruptcy Court has addressed and rejected the arguments raised here regarding the merits of the Plan and treatment of equity holders.[[40]](#footnote-42) In particular, the Bankruptcy Court addressed the treatment of the current equity holders, stating that “[b]ased upon the evidence proffered, adduced and presented by the Debtors at the Combined Hearing, the Plan does not discriminate unfairly with respect to and is fair and equitable with respect to the aforementioned Classes . . .”.[[41]](#footnote-43) As the Bankruptcy Court explained, the impaired creditors voted to approve the reorganization Plan, and GTT had obtained the necessary votes required under the Bankruptcy Code to confirm the Plan.[[42]](#footnote-44) We note that the Bankruptcy Court specifically denied the objections Mr. Zecola raises here after finding he did not have standing as a former shareholder to raise them.[[43]](#footnote-45) We defer to the Bankruptcy Court, which ruled on these issues “based upon and after full consideration of the entire record” and after being “fully familiar with, and having taken judicial notice of, the entire record of these Chapter 11 case.”[[44]](#footnote-46) We therefore deny arguments by the Commenters that the reorganization Plan was wrongly decided.

As part of its public interest inquiry, the Commission must consider whether the applicant for a license transfer has the requisite financial, technical, and other qualifications.[[45]](#footnote-47) In making this determination, the Commission will not substitute its judgment for that of the applicant or the market.[[46]](#footnote-48) While Commenters dispute the enterprise value and revenue forecasts of Reorganized GTT,[[47]](#footnote-49) they have not demonstrated that Reorganized GTT would be financially unqualified to maintain and invest in its networks or serve customers. While we cannot predict with certainty whether Reorganized GTT will be free of any financial difficulties after closing, we are not persuaded that the transaction is unduly risky or will result in specific public interest harms. Applicants have stated in the record that without a significant reduction in debt load, GTT and its subsidiaries would not be able to dedicate sufficient capital to their operations.[[48]](#footnote-50) We agree with Applicants that there is no evidence in the record to refute that the approved Plan “provides for a comprehensive restructuring of the Debtors’ balance sheet and will strengthen the Company by providing it with a quick and efficient means to shed burdensome debt, increase liquidity,” and ensure its ability to remain a significant competitor.[[49]](#footnote-51) Other than the ordinary market risks that accompany any business transaction, there is no evidence in the record indicating that this transaction will be likely to result in financial harms that we expect would compromise Reorganized GTT’s ability to serve customers.[[50]](#footnote-52)

We also deny STI’s argument that the proposed transaction is a “scheme” for Anchorage and that Mr. Ulrich will, post-emergence, have the ability to exercise control over Reorganized GTT, and that he is not qualified to hold interests in a Commission licensee.[[51]](#footnote-53) According to the Applicants, Anchorage will hold an approximate 12.25% of Reorganized GTT while Anchorage Advisors (in which Mr. Ulrich holds a greater than 75% interest), will hold 86.5% of Anchorage.[[52]](#footnote-54) We find that, pursuant to section 214 of the Act and the Commission’s rules, these interests do not convey the ability to exercise control over Reorganized GTT to either Anchorage or Mr. Ulrich.[[53]](#footnote-55) Although Adam Malin, a partner at Anchorage, has been selected to serve on the post-emergence Board of Reorganized GTT, Applicants state he “was selected by the requisite holders of the 2018 Credit Facility Claims to serve on the post-Emergence Board and was not a unilateral selection by the Anchorage entities.”[[54]](#footnote-56) We also deny the unsupported assertions regarding Mr. Ulrich’s qualifications to hold interests in a Commission licensee.[[55]](#footnote-57)

For all the reasons mentioned above, we find that the proposed transaction does not violate any statutory provisions or Commission rules and conclude that the record in this proceeding does not support a finding of a public interest harm.

1. Potential Public Interest Benefits

After assessing the potential competitive harms of the proposed transaction, we next consider whether the proposed transaction is likely to generate verifiable, transaction-specific public interest benefits.[[56]](#footnote-58) Applicants must provide evidence of a claimed benefit to allow the Commission to verify its likelihood and magnitude.[[57]](#footnote-59) Where potential harms appear unlikely, as is the case with the Applications before us here, the Commission accepts a lesser degree of magnitude and likelihood than when harms are present.[[58]](#footnote-60)

Applicants have asserted several claimed benefits, including that the Company will continue its operations uninterrupted and that “the [r]estructuring is designed to ensure that the Debtors will emerge from the Chapter 11 cases to enable the Company to be a financially stronger service provider and competitor.”[[59]](#footnote-61) The Commission has held that “facilitating the successful resolution of a bankruptcy proceeding is a factor in [the Commission’s] public interest analysis”[[60]](#footnote-62) and facilitating prompt emergence from bankruptcy “advances the public interest by providing economic and social benefits.”[[61]](#footnote-63) Based on the record in this proceeding, we find that the proposed transaction will likely produce a public interest benefit.

**National Security, Law Enforcement, Foreign Policy, and Trade Policy Concerns**

When analyzing a transfer of control or assignment application that includes foreign investment, we also consider public interest issues related to national security, law enforcement, foreign policy, or trade policy concerns.[[62]](#footnote-64) As part of our public interest analysis, the Commission coordinates with the relevant Executive Branch agencies that have expertise in these particular issues.[[63]](#footnote-65) The Commission accords deference to the expertise of these Executive Branch agencies in identifying issues related to national security, law enforcement, foreign policy, or trade policy concerns raised by the agencies.[[64]](#footnote-66) The Commission, however, ultimately makes an independent decision on the application based on the record in the proceedings.[[65]](#footnote-67)

Pursuant to Commission practice, the transfer of domestic section 214 authority and the associated international applications, IB File Nos. ITC-ASG-20211115-00168, ITC-ASG-20211115-00169, were referred to the relevant Executive Branch agencies for their reviews on any national security, law enforcement, foreign policy, or trade policy concerns related to the foreign ownership of the Applicants.[[66]](#footnote-68) On December 21, 2021, the Committee notified the Commission that it was reviewing the Applications for any national security and law enforcement concerns that may be raised by foreign participation in the United States telecommunications services sector and requested that the Commission defer action on the Applications.[[67]](#footnote-69) We deferred action on the Applications in response to this request from the Committee. On March 28, 2022, the Committee notified the Commission that the Applicants had provided complete responses to initial questions posed by the Committee and that the Committee was conducting an initial review to assess whether granting the Applications would pose a risk to the national security or law enforcement interests of the United States.[[68]](#footnote-70)

The Committee Petition advises the Commission that it has no objection to the Commission granting the Applications “provided that the Commission conditions its approval on the assurance of GTT Communications, Inc. (‘GTT’); GTT Americas, LLC (‘GTT Americas’); and GC Pivotal, LLC (‘GC Pivotal’) (collectively, the ‘GTT Companies’) to abide by the commitments and undertakings set forth in the July 12, 2022, Letter of Agreement (LOA)” attached to the Committee Petition.[[69]](#footnote-71)

In accordance with the request of the Committee, and in the absence of any objection from the Applicants, we grant the Committee Petition, and, accordingly, we condition grant of the transfer of domestic and international section 214 authority on compliance by the Applicants with the commitments and undertakings set out in the LOA that apply to the Applications.[[70]](#footnote-72) A failure to comply with and/or remain in compliance with any of the provisions of the LOA shall constitute a failure to meet a condition of this grant and the underlying authorizations, and thus grounds for declaring the underlying authorizations and licenses terminated without further action on the part of the Commission. Failure to meet a condition of this grant and the authorizations may also result in monetary sanctions or other enforcement action by the Commission.

**Grant of Applications and Committee Petition**

After a review of the Applications and record in this proceeding, we find that there is no potential competitive or other public interest harm. In addition, we expect that the proposed transaction is likely to benefit the public interest, particularly with regard to the availability of resources to enable GTT and its subsidiaries to continue to serve existing customers as well as expand their service offerings. On balance, we find that this transaction, as conditioned, serves the public interest, as required under law. We grant the Applications and Committee Petition subject to the condition set out herein and deny all arguments filed against the proposed transaction.

Pursuant to sections 214 of the Act, 47 U.S.C. §§ 214 and sections 0.51, 0.91, 0.261, 0.291, 63.03, and 63.04 of the Commission’s rules, 47 CFR §§ 0.51, 0.91, 0.261, 0.291, 63.03-63.04, we grant the Applications with the condition described above, and the petitions to deny, treated as informal objections, and comments are denied for the reasons stated herein. Pursuant to section 1.103 of the Commission’s rules, 47 CFR § 1.103, the consent granted herein is effective upon the release of this Public Notice. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission’s rules, 47 CFR §§ 1.106, 1.115, may be filed within 30 days of the date of this Public Notice.

Pursuant to sections 4(i)-(j) and 214(a), of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i)-(j) and 214(a), and sections 63.03-63.04, 63.24 and 1.40001-40004 of the Commission’s rules, 47 C.F.R. §§ 63.03-63.04, 63.24, 1.40001-40004 we grant the Committee Petition to Adopt Conditions to Authorizations and Licenses filed by the NTIA. Grant of the Applications is conditioned upon compliance by the Applicants with the Letter of Agreement from Don MacNeil, GTT Companies, to Chief, Foreign Investment Review Section (FIRS) and Deputy Chief, Compliance and Enforcement (FIRS), on behalf of the Assistant Attorney General for National Security, National Security Division, United States Department of Justice, dated July 12, 2022.

Any failure to comply and/or remain in compliance with any of the conditions set out in the Public Notice shall constitute a failure to meet a condition of the grant and the underlying authorizations and licenses and thus grounds for declaring the authorizations and licenses terminated without any further action on the part of the Commission. Failure to meet a condition of the grant and the underlying authorizations and licenses may also result in monetary sanctions or other enforcement action by the Commission.

For further information, please contact Gregory Kwan, Wireline Competition Bureau, (202) 418-1191 or David Krech, International Bureau, (202) 418-7443.

**Attachment A**

**SECTION 214 AUTHORIZATIONS**

**A. International**

The International Bureau grants the following applications to assign international section 214 authority:

|  |  |  |
| --- | --- | --- |
| **File Number** | **Authorization Holder** | **Authorization Number** |
| ITC-ASG-20211115-00168 | GTT Americas, LLC, debtor in possession | ITC-214-20020619-00332 |
| ITC-ASG-20211115-00169 | GC Pivotal, LLC, debtor in possession | ITC-214-20061101-00500  ITC-214-20110201-00049 |

**B. Domestic**

The Wireline Competition Bureau grants the application to transfer control of domestic section 214 authority in connection with the proposed transaction – WC Docket No. 21-445.[[71]](#footnote-73)

**-FCC-**

1. *See* Joint Application for Consent to Assign and Transfer Control of Domestic and International Authorizations of GTT Communications, Inc., Debtor-In-Possession, and Its Wholly-Owned Debtor-In-Possession Operating Subsidiaries, Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 21-445, IB File Nos. ITC-ASG-20211115-00168, ITC-ASG-20211115-00169 (filed Nov. 15, 2021) (Application). Applicants have filed domestic and international section 214 applications. *See* Application at 12. The application file numbers and the Commission authorizations subject to the applications are listed in Attachment A to this Public Notice (Applications). [↑](#footnote-ref-3)
2. On October 31, 2021, the Company filed voluntary petitions for relief under Chapter 11 in the United States Bankruptcy Court for the Southern District of New York (Bankruptcy Court). Application at 2, n.3 (citing *GTT Communications, Inc., et al.*, Case No. 21-11880 (MEW)). The prepacked plan of reorganization and related disclosure statement also were filed with the Bankruptcy Court on October 31, 2021. *Id*. The Company subsequently filed amended plans of reorganization, and on December 13, 2021, filed its third modified plan of reorganization (the Plan). *Notice of Filing Corrected Third Modified Joint Prepackaged Chapter 11 Plan of Reorganization of GTT Communications, Inc. and Its Debtor Affiliates*, Case No. 21-11880 (MEW) (Dec. 13, 2021). On December 16, 2021, the Bankruptcy Court entered an order confirming the Plan. *Findings of Fact, Conclusions of Law and Order (I) Approving the Debtors’ Disclosure Statement, (II) Approving the Assumption of the I Squared Infrastructure Sale Transaction Documents, Restructuring Support Agreement, and Other Executory Contracts, (III) Confirming the Third Modified Joint Prepackaged Chapter 11 Plan of Reorganization of GTT Communications, Inc. and its Debtor Affiliates and (IV) Granting Related Relief, In re GTT Communications, Inc., et al*., Case No. 21-11880 (MEW) (Dec. 16, 2021) (Confirmation Order). [↑](#footnote-ref-4)
3. 47 U.S.C. § 214. [↑](#footnote-ref-5)
4. 47 CFR §§ 63.03-04, 63.18, 63.24. [↑](#footnote-ref-6)
5. Applicants filed supplements to the Application on December 10, 2021, February 1, 2022, April 5, 2022, June 10, 2022, June 14, 2022, and July 13, 2022 in WC Docket No. 21-445 and IBFS File Nos. ITC-ASG-20211115-00168 and ITC-ASG-20211115-00169. *See* Letter from Tom W. Davidson, Matthew B. Berry, Joseph S. Calascione, Counsel for GTT Communications, Inc., GTT Americas, LLC, and GC Pivotal, LLC, to Marlene H. Dortch, Secretary, FCC (filed Dec. 10, 2021) (December Supplement); Letter from Tom W. Davidson, Matthew B. Berry, Joseph S. Calascione, Counsel for GTT Communications, Inc., GTT Americas, LLC, and GC Pivotal, LLC, to Marlene H. Dortch, Secretary, FCC (filed Feb. 1, 2021) (February Supplement); Letter from Tom W. Davidson, Matthew B. Berry, Joseph S. Calascione, Counsel for GTT Communications, Inc., GTT Americas, LLC, and GC Pivotal, LLC, to Marlene H. Dortch, Secretary, FCC (filed Apr. 5, 2022) (April Supplement) (disclosing the post-emergence board of directors that have been selected for Reorganized GTT); Letter from Tom W. Davidson, Matthew B. Berry, Joseph S. Calascione, Counsel for GTT Communications, Inc., GTT Americas, LLC, and GC Pivotal, LLC, to Marlene H. Dortch, Secretary, FCC (filed Jun. 10, 2022) (June Amendment) (adding the Bermuda private equity fund, Lone Star Fund XI, L.P (Lone Star) and affiliated upstream entities, as well as one additional individual, John P. Grayken, as new approximate 12% interest holders in Reorganized GTT); Letter from Tom W. Davidson, Matthew B. Berry, Joseph S. Calascione, Counsel for GTT Communications, Inc., GTT Americas, LLC, and GC Pivotal, LLC, to Marlene H. Dortch, Secretary, FCC (filed Jun. 14, 2022) (June Supplement) (referencing a pending section 214 application for JAB Wireless, Inc. (JAB Wireless)); Letter from Tom W. Davidson, Matthew B. Berry, Joseph S. Calascione, Counsel for GTT Communications, Inc., GTT Americas, LLC, and GC Pivotal, LLC, to Marlene H. Dortch, Secretary, FCC (filed July 13, 2022) (July Supplement) (updating the June Amendment and the interests held by Lone Star (and its affiliated upstream entities) and Mr. Grayken from approximately 12% to approximately 18%). Applicants also filed notices of *Ex Parte* communications on June 10, 2022 and July 26, 2022. Letter from Tom W. Davidson, Counsel for GTT Communications, Inc., GTT Americas, LLC, and GC Pivotal, LLC, to Marlene H. Dortch, Secretary, FCC (filed Jun. 10, 2022); Letter from Tom W. Davidson, Counsel for GTT Communications, Inc., GTT Americas, LLC, and GC Pivotal, LLC, to Marlene H. Dortch, Secretary, FCC (filed July 26, 2022). [↑](#footnote-ref-7)
6. *See Applications Filed for the Transfer of Control of GTT Communications, Inc., Debtor-in-Possession*, WC Docket No 21-445, Public Notice, DA 21-1570 (WCB/IB 2021) (*Public Notice*). [↑](#footnote-ref-8)
7. Petition to Deny (Or Condition) the Section 214 Applications Filed for the Transfer of Control of GTT Communications, Inc., WC Docket No. 21-445 (filed Dec. 23, 2021) (Zecola Petition); Petition to Deny Joint Application for Consent to Assign and Transfer Control of Domestic and International 214 Authorizations, WC Docket No. 21-445, at n.1 (filed Dec. 29, 2021) (STI Petition) (stating that it “has an interest in GTT publicly traded common stock”). [↑](#footnote-ref-9)
8. The following is a chronological listing of the comments and filings: Steven A. Zecola Comments, WC Docket No. 21-445 (filed Nov. 11, 2021); JW Meijer Comments, WC Docket No. 21-445, at 1 (filed Dec. 27, 2021) (stating that Mr. Meijer owns GTT stock); Steven A. Zecola Reply Comments, WC Docket No. 21-445 (filed Jan. 4, 2021) (Zecola Reply Comments); STI Reply Comments on Application for Consent to Assign and Transfer Control of Domestic and International 214 Authorization, WC Docket No. 21-445 (filed Jan. 5, 2022) (STI Reply Comments); Steven A. Zecola Supplement to Reply Comments, WC Docket No. 21-445 (filed Jan. 5, 2022) (Zecola Jan. 5 Filing); Steven A. Zecola Reply to Opposition on the Section 214 Applications, WC Docket No. 21-445, at 1-2 (filed Jan. 10, 2022) (stating that Mr. Zecola is representing certain GTT stockholders and has had “business-related interactions with many different people at GTT”) (Zecola Jan. 10 Filing); STI Reply to GTT Opposition to Petitions, WC Docket No. 21-445, IB File Nos. ITC-ASG-20211115-00168, 00169 (filed Jan, 10. 2022) (STI Jan. 10 Filing); JW Meijer Reply Comments, WC Docket No. 21-445 (filed Jan. 10, 2022); Letter from Steven A Zecola, WC Docket No. 21-445 (filed Feb. 4, 2022); Letter from Steven A. Zecola and Jan Willem Meijer to Marlene H. Dortch, Secretary, FCC, Attach. (filed Feb. 23, 2022) (Zecola-Meier *Ex Parte* Presentation); Comments of Steven A. Zecola on GTT’s Supplement, WC Docket No. 21-445 (filed July 15, 2022) (Zecola July 15 Filing); Letter from Steven A. Zecola to Marlene H. Dortch, Secretary, FCC, WC Docket No. 21-445 (filed July 26, 2022) (Zecola July 26 Filing). Comments in this proceeding were due on December 29, 2021 and replies were due January 5, 2022. Applicants have had an opportunity to respond to the comments and other filings during the pendency of the proceeding, and we will consider any late-filed comments as *ex parte* submissions. As indicated below, we reject all asserted arguments against the transaction by Mr. Zecola, Mr. Meijer, and STI. [↑](#footnote-ref-10)
9. Petition to Adopt Conditions to Authorizations and Licenses, WC Docket No. 21-445, IB File Nos. ITC-ASG-20211115-00168, ITC-ASG-20211115-00169 (filed July 25, 2022). [↑](#footnote-ref-11)
10. Application at 4. [↑](#footnote-ref-12)
11. *Id.* at Exh. 1 (Description of the Parties, Description of Transaction, Public Interest Statement) at 17. Applicants provide information on intermediate entities holding interests in the GTT Subsidiaries and provide pre- and post-emergence ownership charts. *Id.* at 8 and Exh. 2 (Pre- and Post-Emergence Organizational Charts). [↑](#footnote-ref-13)
12. *Id.* at Exh. 1 at 17; December Supplement at 1. [↑](#footnote-ref-14)
13. Application at Exh. 1 at 17-18. [↑](#footnote-ref-15)
14. *Id.* at Exh. 1 at 17. [↑](#footnote-ref-16)
15. Application at 2. [↑](#footnote-ref-17)
16. Applicants state that 2018 Credit Facility Claims means “certain secured indebtedness issued and outstanding pursuant to that certain credit agreement dated as of May 31, 2018.” *Id*. at 2, n.12. [↑](#footnote-ref-18)
17. Applicants state that Senior Notes Claims means “any claims on account of those certain 7.875% Senior Notes due 2024 issued by GTT.” *Id*. at n.13. [↑](#footnote-ref-19)
18. *Id*. at Exh. 1 at 20-21 (stating that “through a combination of the distribution of proceeds from the sale of the infrastructure business and the balance sheet deleveraging contemplated by the Plan, the Debtors will reduce their funded debt burden from approximately $2.015 billion to a projected $929 million upon Emergence. The reorganization of the Debtors through the bankruptcy process is expected to improve the Company’s financial and operational status to the benefit of its customers and other stakeholders by allowing the Company to restructure its consolidated balance sheet and reduce its outstanding debt while continuing to operate and provide service to its customers in the ordinary course of business.”). [↑](#footnote-ref-20)
19. *Id.* at 6. Anchorage is a Delaware limited liability company. Applicants provide a list of these investment funds and their respective jurisdiction of formation. December Supplement at 3-4. Anchorage Advisors Management, L.L.C. (Anchorage Advisors), a Delaware limited liability company, holds 86.5% of Anchorage, and various non-managing members collectively hold 13.5% of Anchorage. Applicationat 6. Kevin Ulrich, a citizen of Canada, holds a greater than 75% interest in Anchorage Advisors, and various non-managing members collectively hold a less than 25% interest in Anchorage Advisors. *Id.*; *see also* December Supplement at 2-3. One of seven members of the post-emergence board is Adam Malin, a partner at Anchorage. April Supplement at 1-2.Applicants state that Kevin Ulrich does not hold a 10% or greater interest in any other provider of domestic telecommunications services and that none of the various Anchorage-affiliated investment funds, including their affiliates, hold or will individually hold a 10% or greater interest in Reorganized GTT. December Supplement at 2.  [↑](#footnote-ref-21)
20. July Supplement at 1-2 and Exh. 2 (Revised Post-Emergence Ownership Chart). Applicants state that there is a strong possibility that the Lone Star entities will continue to acquire additional debt interests prior to Emergence, and that if necessary, they will submit required filings to the Commission. *Id*. at 2. [↑](#footnote-ref-22)
21. *Id*. [↑](#footnote-ref-23)
22. *Id*. [↑](#footnote-ref-24)
23. June Amendment at 4; December Supplement at 2. *But see* June Amendment at 4, June Supplement at 1-2 (Mr. Grayken currently holds a 72% voting interest in JAB Wireless, however, the entirety of that interest is subject to a pending section 214 application to transfer JAB Wireless to new ownership, *see* Joint Application of JAB Wireless, Inc., Skybeam, LLC, *et al*. and GI DI Iris Acquisition Inc., WC Docket No. 22-230). We note that Applicants further state that the Plan also “provides for the issuance of warrants in Reorganized GTT upon Emergence from Chapter 11 to holders of the Senior Notes Claims and to existing holders of equity interests in GTT. Both types of warrants will be exercisable at the option of the holder only after GTT’s Emergence. If all of the warrants issued to the existing holders of equity interests were exercised, equity interests issued upon such exercise would represent in the aggregate 4.9% of the new equity interests in Reorganized GTT at Emergence. If all of the warrants issued to holders of Senior Notes Claims were exercised, equity interests issued upon such exercise would represent in the aggregate 30% of the new equity interests in Reorganized GTT at Emergence. All equity interests in Reorganized GTT will be subject to dilution from a management incentive plan for officers and directors of Reorganized GTT.” Application at Exh. 1 at 20, n.14. [↑](#footnote-ref-25)
24. Application at Exh. 1 at 22-27. [↑](#footnote-ref-26)
25. *Id*. at Exh. 1 at 25. [↑](#footnote-ref-27)
26. *See, e.g.*, *Application of Verizon Communications Inc. and América Móvil S.A.B. de C.V for Consent to Transfer Control of International Section 214 Authorization*, GN Docket No. 21-112; IBFS File No. ITC-T/C-20200930-00173, Memorandum Opinion and Order, FCC 21-121, at para. 21 (rel. Nov. 22, 2021) (*Verizon-TracFone Order*) (citing *China Mobile International (USA) Inc., Application for Global Facilities-Based and Global Resale International Telecommunications Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended*, Memorandum Opinion and Order, 34 FCC Rcd 3361, 3366, para. 9 (2019); *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (subsidiaries), Assignees; Adelphia Communications Corporation, (and subsidiaries, debtors-in-possession), Assignors and Transferors et al*., MB Docket No. 05-192, Memorandum Opinion and Order, 21 FCC Rcd 8203, 8219-21, paras. 27-28 (2006) (*Adelphia-TWC Order*)). [↑](#footnote-ref-28)
27. *See Verizon-TracFone Order* at para. 21 (citing *Applications of AT&T Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-90, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9140, para. 18 (2015) (*AT&T-DIRECTV Order*) (further internal citations omitted)). [↑](#footnote-ref-29)
28. *See Verizon-TracFone Order* at para. 21 (citing *AT&T-DIRECTV Order*, 30 FCC Rcd at 9140, para. 18; *Adelphia-TWC Order*, 21 FCC Rcd at 8217, para. 23; *Application of EchoStar Communications Corp., General Motors Corp., and Hughes Electronics Corp., Transferors, and EchoStar Communications Corp., Transferee*, CS Docket No. 01-348, Hearing Designation Order, 17 FCC Rcd 20559, 20574, para. 25 (2002) (*EchoStar-DIRECTV HDO*) (further internal citations omitted)). [↑](#footnote-ref-30)
29. December Supplement at 2; June Amendment at 4. [↑](#footnote-ref-31)
30. Application at Exh. 1 at 25-26; Applicants’ Opposition and Reply at 10. *See WorldCom, Inc. and its Subsidiaries (debtor-in possession), Transferor, and MCI, Inc., Transferee,* WC Docket No. 02-215, Memorandum Opinion and Order, 18 FCC Rcd 26484, 26503, para. 29 (2003); *Application of Orbital Communications Corp. and ORBCOMM Global, L.P., Assignors, and ORBCOMM License Corp. and ORBCOMM LLC, Assignees,* 17 FCC Rcd 4496, 4504, para. 15 (IB 2002) (“Because this transaction permits the [licensee] to emerge from bankruptcy and continue operations, the competitive impact will be beneficial .... Successful emergence from bankruptcy is critical to the continued operation and expansion of the ORBCOMM system.”). [↑](#footnote-ref-32)
31. Zecola-Meier *Ex Parte* Presentation at 9. *See, e.g.*, Zecola Reply Comments at 4; Zecola Comments at 2; Meijer Comments at 1; Zecola Petition at 1, 6; Zecola July 15 Filing at 2 (stating that the Commission should “establish a hearing to gather valuation studies of Anchorage/Lone Star/Guava and their investment bank…”). Applicants argue that the petitions to deny filed by Mr. Zecola and STI are procedurally defective because Mr. Zecola and STI have failed to establish standing as parties in interest. Opposition to Petitions to Deny Filed by Steven A. Zecola and Strategic Technology Investors, LLC and Reply Comment of Jan Willem Meijer, WC Docket No. 21-445 at 6 (filed Jan. 5, 2022) (Applicants’ Opposition and Reply) at 5. Because we reject the Commenters’ arguments on the merits, we need not reach this issue. In any event, Mr. Zecola requested to “change the title of my second filings in this docket from Petition to Deny to Comments” if the Commission were to determine Mr. Zecola lacked standing to file a petition to deny, Zecola Jan. 10 Filing at 2, and STI states that the Commission may either treat its petition as a petition to deny or a comment, STI Jan. 10 Filing at 4, and we may review the Commenters’ arguments in that vein. *See* 47 CFR § 63.03. [↑](#footnote-ref-33)
32. Zecola Comments at 1 and 2; Meijer Comments at 1 (“Chapter 11 was not the best course of action, not needed and not in the best interest of all parties involved.”). [↑](#footnote-ref-34)
33. *See e.g.*,Meijer Comments at 1 (“The restructuring process gave no voice to the shareholders, large or small, and no real chance to recover any losses if the restructured company is successful after all. Only the lenders and bondholders benefit.”); Zecola Petition at 6 (suggesting an alternative structure where “the total amount of proceeds that each creditor should receive from its financing activities should be capped at the amount of its debt held by GTT, plus interest and other expenses collected on the debt, plus any gains on its warrants, plus 50% of the gains on its stock up to a price equivalent to an enterprise value of $2.2 billion.” That is, the gains on stock alone for the bondholder would be capped at the equivalent of an enterprise value of $1.1 billion . . . . . Proceeds above the caps would be transferred in the form of GTT stock or cash and divided according to the ownership structure within the pool.”); *see also* Zecola Reply at 3-4. [↑](#footnote-ref-35)
34. Zecola Petition at 3 and Attachment A (Revised Business Plan) (“GTT would be valued at an amount greater than $3 billion within two years, and potentially much greater given the industry comparables.”). The Zecola Comments and the Zecola Petition challenge the valuation of proposed by the Applicants before the Bankruptcy Court. *See* Zecola Comment at 2 (“Without the bankruptcy filing, the lenders state that GTT would have $2 billion in debt and its enterprise value would be $2.8 billion. This is not the financial structure of a bankrupt company. Moreover, while looking at comparably situated companies such as Cogent Communications, GTT’s enterprise value could well be over $8 billion.”); Zecola July 15 Filing at 1-2. [↑](#footnote-ref-36)
35. STI Petition at 1-8. *See also* Zecola Reply Comments at 2-3. [↑](#footnote-ref-37)
36. *Maritime Communications/Land Mobile, LLC*, 31 FCC Rcd 13729, 13737-38 (2016); *see also*[*LaRose v. FCC*, 494 F.2d 1145, 1146 n.2 (D.C. Cir. 1974)](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1974110017&pubNum=0000350&originatingDoc=I39a48cff9dc711eb919abfae1ee15bf3&refType=RP&fi=co_pp_sp_350_1146&originationContext=document&transitionType=DocumentItem&ppcid=36e8c1f562f647db8feb41b08fcb0819&contextData=(sc.Search)#co_pp_sp_350_1146). [↑](#footnote-ref-38)
37. Applicants’ Opposition and Reply at 8 and n. 28 (citing *Stanford Springel as Chapter 11 Trustee for the Bankruptcy Estate of Innovative Communication Corporation, and National Rural Utilities Cooperative Finance Corporation and its Subsidiaries, Applications for Consent to Assign and Transfer Control, Order*, 24 FCC Rcd 14360, 14369 para. 19 (WCB, MB, WTB, IB 2009); *Alpha Media Order* at para. 46; *AmericaCV Station Group, Debtor-in-Possession (Transferor) and America-CV Station Group, Inc. (Transferee); Applications for Consent to Transfer Control of Licenses of Stations WJWN-TV, San Sebastian, Puerto, Rico; WJANCD, Miami, Florida; WIRS, Yauco, Puerto Rico; WJPX, San Juan, Puerto Rico; and WKPV, Ponce, Puerto Rico*, Order, 36 FCC Rcd 7291, 7294, para. 7 (MB 2021); *Liberman Television of Dallas License LLC, Debtor-in-Possession; Liberman Broadcasting of Dallas License LLC, Debtor-in-Possession; Liberman Broadcasting of Houston License LLC, Debtor-in-Possession; LBI Radio License LLC, Debtor-in-Possession; KRCA License LLC, Debtor-in-Possession; KJZL Licensee LLC, Debtor-in-Possession, Order*, 34 FCC Rcd 8543, 8550, para.. 14 (MB 2019); *Domestic Section 214 Applications of FairPoint Communications, Inc., Debtor-In-Possession, and FairPoint Communications, Inc. for Transfer of Control and Assignment of Section 214 Authority*, 25 FCC Rcd 17551 (WCB 2010); *Domestic Section 214 Application Filed for the Transfer of Control of Hawaiian Telcom, Inc. and Hawaiian Telcom Services Company, Inc., Debtors-In-Possession*, 25 FCC Rcd. 13149 (WCB 2010)). *See also Station KDEW(AM)*, Memorandum Opinion and Order, 11 FCC Rcd 13683, 13687, para. 10 (1996), and cases cited therein (explaining that the Commission will not undertake an independent investigation of allegations that there were “mistakes, illegalities, and irregularities” in a bankruptcy court's decision, but rather will leave such disputes for resolution by tribunals specifically charged with reviewing such matters on appeal). [↑](#footnote-ref-39)
38. JW Meijer Comments at 1. [↑](#footnote-ref-40)
39. Confirmation Order at 9. [↑](#footnote-ref-41)
40. *See id*. at 15 (finding that Mr. Zecola’s “objections to confirmation of the Plan are overruled on the merits.”); Applicants’ Opposition and Reply at 6-8. Contrary to Mr. Zecola’s statements that he is not challenging the decision of the Bankruptcy Court at the Commission, he has re-stated the testimony he presented at the Bankruptcy Court hearing addressing the Plan and asserts that GTT could “go back to the Court to request a revision” to the Plan or the Commission could examine the testimony of expert witnesses and the “balance of equity from the division of ownership in the Plan of Reorganization.” Zecola Jan. 10 Filing at 2-3; Zecola Jan. 5 Filing (Supplement to My Reply Comment) at 1. Mr. Zecola states he has filed a petition for reconsideration with the Bankruptcy Court. Zecola Reply Comments at 3. [↑](#footnote-ref-42)
41. Confirmation Order at 12-13. [↑](#footnote-ref-43)
42. *Id*. at 7-15. *See* Application at Exh. 1 at 20-21. [↑](#footnote-ref-44)
43. Confirmation Order at 15. [↑](#footnote-ref-45)
44. *Id*. at 4. [↑](#footnote-ref-46)
45. *See* *AT&T Inc. and BellSouth Corporation Application for Transfer of Control*, WC Docket No. 06-74, Memorandum Opinion and Order,22 FCC Rcd 5662, 5756, paras. 190-91 (2007); *Applications of Ameritech Corp., Transferor, and SBC Communications Inc., Transferee*, CC Docket No. 98-141, Memorandum Opinion and Order, 14 FCC Rcd 14712, 14947-48, para. 568 (1999). [↑](#footnote-ref-47)
46. *See Applications Filed By Frontier Communications Corporation and Verizon Communications Inc. for Assignment or Transfer of Control*, WC Docket No. 09-95, Memorandum Opinion and Order*,* 25 FCC Rcd 5972, 5981-83, para. 19 (2010) (*Verizon/Frontier Order*) (stating that “although the Commission has a responsibility to consider the financial qualifications of the transferee, it is not the Commission’s role to substitute its business judgment for that of the applicants or the market: rather, the relevant question here is whether Frontier has the requisite financial qualifications to hold and use these Commission licenses and authorizations in the public interest.”). [↑](#footnote-ref-48)
47. Zecola Petition to Deny at 1-4; Zecola-Meier *Ex Parte* Presentation at 2-7; Zecola Reply Comments at 1-2. [↑](#footnote-ref-49)
48. Application at Exh. 1 at 18. The Bankruptcy Court also found that GTT had exercised reasonable business judgment with regard to the restructuring. Confirmation Order at 8. [↑](#footnote-ref-50)
49. Applicants’ Oppositions and Reply at 10 (citing Application at Exh. 1 at 25). [↑](#footnote-ref-51)
50. *See Verizon/Frontier Order*, 25 FCC Rcd at 5980-83, paras. 18-24 (explaining that the Commission accepts that all transactions carry risks and that all companies are vulnerable to unforeseen events, but that Frontier, as the acquiring company, demonstrated that it was likely to be able to expand broadband and meet service quality commitments based on financial conditions at the time it entered into the transaction). [↑](#footnote-ref-52)
51. The STI Petition argues “Mr. Ulrich, will have overall strategic control . . . . Actual control of GTT will reside with Mr. Ulrich and his foreign controlled Anchorage, which will be – by far -- the largest shareholder in GTT and be able to dictate who controls the board as the largest ‘2018 Credit Facility’ holder.” STI Petition at 6 (citing Application at n. 5.); STI Reply Comments at 2-3. [↑](#footnote-ref-53)
52. Applicationat 6; *see also*, *supra* note 20. [↑](#footnote-ref-54)
53. 47 U.S.C. § 214; 47 C.F.R. 63.24(c) (“A change from less than 50 percent ownership to 50 percent or more ownership shall always be considered a transfer of control. A change from 50 percent or more ownership to less than 50 percent ownership shall always be considered a transfer of control. In all other situations, whether the interest being transferred is controlling must be determined on a case-by-case basis . . . . The factors relevant to a determination of control in addition to equity ownership include, but are not limited to the following: power to constitute or appoint more than fifty percent of the board of directors or partnership management committee; authority to appoint, promote, demote and fire senior executives that control the day-to-day activities of the licensee; ability to play an integral role in major management decisions of the licensee; authority to pay financial obligations, including expenses arising out of operations; ability to receive monies and profits from the facility's operations; and unfettered use of all facilities and equipment.”). We deny the remainder of the STI arguments because they rest on the incorrect premise that Anchorage and Mr. Ulrich will, post-emergence, be able to exercise control over Reorganized GTT. [↑](#footnote-ref-55)
54. April Supplement at 2. Applicants also note that “[n]one of the six other persons selected to serve on the new Board have any affiliation with the Anchorage entities.” *Id.*; *see also* January Supplement at 2 (stating that neither Anchorage nor Anchorage Advisors have the unilateral right under the plan of reorganization to appoint a director to the new Board). We deny related speculative claims in the STI Petition stating “[g]iven the large voting power Anchorage has relative to other investors in the 2018 Credit Facility Claims class, Anchorage will undoubtedly follow its typical playbook, by making the Canadian citizen Mr. Ulrich or a person of his choosing the new GTT Chairman of the Board, as well as choosing five of the seven directors.” STI Petition at 6. [↑](#footnote-ref-56)
55. *See* Applicants’ Opposition and Reply at 12-13 (citing *Policy Regarding Character Qualifications in Broadcast Licensing*, Gen. Docket No. 81-500, Report, Order and Policy Statement, 102 FCC 2d 1179, 1205 (1986) (addressing cognizance of non-adjudicated, non-FCC alleged misconduct)). We also deny unsupported character allegations raised by Mr. Zecola. Zecola July 26 Filing. [↑](#footnote-ref-57)
56. *See AT&T/DIRECTV Order*, 30 FCC Rcd at 9237, para. 273-274. [↑](#footnote-ref-58)
57. *See id*. at 9237-38, paras. 275-76. [↑](#footnote-ref-59)
58. *See id*. [↑](#footnote-ref-60)
59. December Supplementat Exh. 1 at 25. [↑](#footnote-ref-61)
60. *WorldCom Order*, 18 FCC Rcd at 26503, para. 29. [↑](#footnote-ref-62)
61. *Liberman Television of Dallas License, Debtor-in-Possession, et al.*, Order, 34 FCC Rcd 8543, 8550-51 para. 14 (MB 2019). [↑](#footnote-ref-63)
62. *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) (setting rules and procedures for referring applications for Executive Branch review consistent with Executive Order No. 13913) (*Executive Branch Review Order*); *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23918-21, paras. 59-66 (1997) (*Foreign Participation Order*), *recon. denied*, 15 FCC Rcd 18158 (2000) (in opening the U.S. telecommunications market to foreign entry in 1997, the Commission affirmed that it would consider national security, law enforcement, foreign policy, and trade policy concerns related to reportable foreign ownership as part of its overall public interest review of application for international section 214 authority, submarine cable landing licenses, and declaratory rulings to exceed the foreign ownership benchmarks of section 310(b) of the Act). *See also T-Mobile/Sprint Order*, 34 FCC Rcd at 10732-33, para. 349. [↑](#footnote-ref-64)
63. *See Executive Branch Review Order*, 35 FCC Rcd at 10935-36, paras. 17, 24. [↑](#footnote-ref-65)
64. *Id.* at 10930, para. 7 (citing *Foreign Participation Order*, 12 FCC Rcd at 23920-21, paras. 65-66; *Amendment of the Commission’s Regulatory Policies to Allow Non-U.S. Licensed Space Stations to Provide Domestic and International Satellite Service in the United States; Amendment of Section 25.131 of the Commission’s Rules and Regulations to Eliminate the Licensing Requirement for Certain International Receive-Only Earth Stations*, IB Docket No. 96-111, CC Docket No 93-23, RM-7931, Report and Order, 12 FCC Rcd 24094, 24171-72, paras. 179, 182 (1997)). *See also T-Mobile/Sprint Order*, 34 FCC Rcd at 10733, paras. 349; *Review of Foreign Ownership Policies for Broadcast, Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Report and Order, 31 FCC Rcd 11271, 11277, para. 6 (2016), *Pet. for recon. dismissed*, 32 FCC Rcd 4780 (2017). [↑](#footnote-ref-66)
65. 47 CFR § 1.40001(b) (“The Commission will consider any recommendations from the [E]xecutive [B]ranch on pending application(s) . . . that may affect national security, law enforcement, foreign policy, and/or trade policy as part of its public interest analysis. The Commission will evaluate concerns raised by the [E]xecutive [B]ranch and will make an independent decision concerning the pending matter.”). [↑](#footnote-ref-67)
66. *Public Notice* at 3-4. [↑](#footnote-ref-68)
67. Letter from Megan K. Fluckiger, U.S. Department of Justice, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 21-445, ITC-ASG-20211115-00168, ITC-ASG-20211115-00169 at 1 and Attach. 1 (December 2021 Notification from Acting Chief) (filed Dec. 21, 2021). [↑](#footnote-ref-69)
68. Letter from Megan K. Fluckiger, U.S. Department of Justice, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 21-445, ITC-ASG-20211115-00168, ITC-ASG-20211115-00169 at 1 and Attach. 1 (March 2022 Notification from Chief) (filed Mar. 28, 2022); *see also* Letter from Makenzie D. Briglia, U.S. Department of Justice, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 21-445, ITC-ASG-20211115-00168, ITC-ASG-20211115-00169, at 1 and Attach. 1 (July 2022 Notification from Chief) (granting a request by the Applicants for an extension of time to submit responses to the Committee). [↑](#footnote-ref-70)
69. Committee Petition at 1-2. [↑](#footnote-ref-71)
70. *T-Mobile/Sprint Order*, 34 FCC Rcd at 10732-33, para. 349*; Foreign Participation Order*,12 FCC Rcd at 23918-21, paras. 59-66*.* [↑](#footnote-ref-72)
71. 47 CFR § 63.03. [↑](#footnote-ref-73)