



PUBLIC NOTICE

Federal Communications Commission
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**GRANT OF APPLICATIONS AND PETITION FOR DECLARATORY RULING
FOR THE TRANSFER OF CONTROL OF NORTHWEST FIBER HOLDCO, LLC
TO BCE HOLDING CORPORATION**

**DOMESTIC AND INTERNATIONAL SECTION 214 APPLICATIONS GRANTED
WC Docket No. 24-692**

ICFS File Nos. ITC-T/C-20241206-00181, ITC-T/C-20241206-00182

**SECTION 310(b)(4) PETITION FOR DECLARATORY RULING GRANTED
ICFS File No. ISP-PDR-20241206-00005**

**SECTION 310(d) APPLICATIONS GRANTED
ULS File Nos. 0011359917, 0011361241, 0011361247, 0011361254, 0011361259**

By this Public Notice, the Wireline Competition Bureau (WCB), Office of International Affairs (OIA), and Wireless Telecommunications Bureau (WTB) grant, as conditioned, the applications (collectively, the Applications) and the restated petition for declaratory ruling (Restated Petition) regarding the transfer of control of Northwest Fiber Holdco, LLC (Northwest Fiber Holdco, and together with Licensees,¹ Ziplly Fiber) to BCE Holding Corporation (BCE Holding).

WCB grants the application filed by Ziplly Fiber and BCE Holding (together, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended (the Act), and section 63.04 of the Commission's rules,² requesting consent to transfer control of the domestic section 214 authority held by the Northwest Fiber Holdco subsidiaries of Ziplly Fiber identified on Attachment A to BCE Holding.³

OIA grants the applications for transfer of control of the international section 214 authorizations

¹ The wholly owned subsidiaries of Northwest Fiber Holdco that hold domestic and international section 214 authorizations and FCC common carrier and noncommon carrier wireless licenses subject to the Applications are identified in Attachment A together with corresponding FCC file numbers, and are collectively referred to in this Public Notice as Licensees.

² See 47 U.S.C. § 214(a); 47 CFR § 63.04.

³ Joint Application for Consent to Transfer Control of Domestic and International Section 214 Authorizations of Northwest Fiber Holdco, LLC to BCE Holding Corporation, WC Docket No. 24-692 (filed Dec. 9, 2024) (Lead Application). On January 8, 2025, Applicants filed a supplement to their domestic and international section 214 applications. Letter from Matthew S. DelNero et al., Counsel for BCE Holding Corporation, and Daniel Brooks et al., Counsel for Northwest Fiber Holdings, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 24-692, ICFS File Nos. ITC-T/C-20241206-00181, ITC-T/C-20241206-00182 (filed Jan. 8, 2025) (January 2025 Supplement). Any action on the Applications referenced in this Public Notice is without prejudice to Commission action on any other pending applications.

held by the Licensees identified on Attachment A together with corresponding FCC file numbers, pursuant to section 214 of the Act and sections 63.18 and 63.24 of the Commission's rules.⁴ In addition, OIA grants the Restated Petition⁵ filed by Northwest Fiber Holdco and its subsidiaries, including Northwest Fiber, LLC (Northwest Fiber), the controlling U.S. parent of the Common Carrier Wireless Licensees,⁶ and BCE Holding (together, the Petitioners) for a declaratory ruling pursuant to section 310(b)(4) of the Act and section 1.5000(a)(1) of the Commission's rules,⁷ requesting that the Commission find that it would serve the public interest to permit foreign ownership interests in Northwest Fiber, the controlling U.S. parent of the Common Carrier Wireless Licensees, in excess of the 25% statutory benchmarks in section 310(b)(4) of the Act.

WTB consents to the applications filed by the Applicants to transfer control of Licensees' common carrier wireless licenses and noncommon carrier wireless licenses identified on Attachment A together with corresponding FCC file numbers, to BCE Holding, pursuant to section 310(d) of the Act and section 1.948 of the Commission's rules.⁸

We also grant a petition (Committee Petition) filed by 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),⁹ and condition grant of the Applications and the Restated Petition on compliance by the Applicants and Petitioners with the commitments and undertakings set out in the May 29, 2025 Letter of Agreement (May 29 2025 LOA) filed with the Committee Petition.¹⁰

On February 14, 2025, WCB, OIA, and WTB released a Public Notice seeking comment on the Applications and Restated Petition.¹¹ We did not receive any comments or petitions in opposition to the

⁴ See 47 U.S.C. § 214; 47 CFR §§ 63.18, 63.24.

⁵ Northwest Fiber Holdco, LLC et al. Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as Amended and Section 1.5001(a)(1) of the Commission's Rules, ICFS File No. ISP-PDR-20241206-00005, Petition for Declaratory Ruling (filed Dec. 6, 2024) (Petition). The Petitioners filed a Restated Petition on January 8, 2025, which detailed additional foreign ownership information that was requested by Commission staff. Northwest Fiber Holdco, LLC et al. Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as Amended, and Section 1.5001 of the Commission's Rules, ICFS File No. ISP-PDR-20241206-00005 (filed Jan. 8, 2025) (Restated Petition).

⁶ The Common Carrier Wireless Licensees include the following entities: Ziplly Fiber of Idaho, LLC; Ziplly Fiber of Montana, LLC; Ziplly Fiber Northwest, LLC; Wholesail Networks LLC, and Ziplly Wireless, LLC.

⁷ See 47 U.S.C. § 310(b)(4); 47 CFR § 1.5000(a)(1).

⁸ See 47 U.S.C. § 310(d); 47 CFR § 1.948.

⁹ National Telecommunications and Information Administration, Petition to Adopt Conditions to Authorizations and Licenses, ICFS File Nos. ISP-PDR-20241206-00005, ITC-T/C-20241206-00181, ITC-T/C-20241206-00182, WC Docket No. 24-692 (filed June 18, 2025) (Committee Petition).

¹⁰ Letter from Byron E. Springer, Jr., General Counsel, Northwest Fiber LLC; Robert Malcolmson, Chief Regulatory Officer, BCE Holding Corporation and EVP, Chief Legal and Regulatory Officer BCE Inc. to Chief, Foreign Investment Review Section (FIRS), Deputy Chief, Compliance and Enforcement (FIRS), On Behalf of the Assistant Attorney General for National Security, United States Department of Justice, National Security Division; and Assistant Secretary for Trade and Economic Security, Office of Strategy, Policy, and Plans, U.S. Department of Homeland Security (dated May 29, 2025) (May 29 2025 LOA). The May 29 2025 LOA is attached to the Committee Petition.

¹¹ See *Applications and Petition for Declaratory Ruling Filed for the Transfer of Control of Northwest Fiber Holdco, LLC to BCE Holding Corporation*, WC Docket No. 24-692, Public Notice, DA 25-134 (WCB/OIA/WTB 2024) (WCB/OIA/WTB 2024 Accepted for Filing Public Notice).

Applications and the Restated Petition.¹²

Applicants

Northwest Fiber Holdco, a Delaware limited liability holding company,¹³ does not hold any FCC authorizations, but has continuously operated certain of its wholly-owned subsidiaries as Licensees in the states of Washington, Oregon, Idaho, and Montana using the trade name Ziply Fiber.¹⁴ Ziply Fiber's primary service offerings are fiber Internet and phone for residential and enterprise customers.¹⁵ Licensees provide incumbent local exchange carrier (LEC) and competitive LEC services pursuant to domestic and international authorizations under section 214 of the Act¹⁶ and FCC wireless license holders under section 310(d) of the Act.¹⁷

BCE Holding Corporation, a Delaware private corporation, is a wholly owned subsidiary of Bell Canada, a Canadian corporation and Canada's largest telephone and telecommunications company.¹⁸ Bell Canada provides facilities-based and non-facilities-based telecommunications, broadband Internet access services, and other IP-based communications services, throughout Canada. Bell Canada, in turn, is a wholly-owned subsidiary of BCE Inc., a publicly traded Canadian corporation headquartered in Montreal, Quebec.¹⁹ Bell MTS Inc, a Canadian Corporation, is also a wholly-owned subsidiary of BCE Inc.²⁰ The Applicants state that certain of BCE Holding's wholly-owned subsidiaries hold telecommunications authorizations from the Commission; however, these subsidiaries do not provide any facilities-based telecommunications services.²¹ The Applicants affirm that, post-consummation, there will be no geographic overlap in their operating territories.²²

Description of the Transaction and Asserted Post-Transaction Universal Service Fund Commitments

On November 1, 2024, BCE Holding and Northwest Fiber Holdco entered into an Agreement and Plan of Merger under which the parties will engage in a series of transactions by which BCE Holding will become the owner of all the equity and voting interests in Northwest Fiber Holdco by acquiring, both

¹² On February 28, 2025, NorthWestern Energy Group, Inc. (NorthWestern) filed a comment in WC Docket No. 24-692 on issues unrelated to the proposed transaction (NorthWestern Comments). NorthWestern does not oppose the proposed transaction or request the Commission impose any conditions on the grant of the proposed transaction.

¹³ Currently, Northwest Fiber Holdco is approximately 90% owned and controlled by investment funds affiliated with Searchlight Capital Partners, L.P., a global private equity investment company whose funds invest in companies across various sectors, including communications, media, and financial and business services. Lead Application at 3. Entities affiliated with WDC Management, LLC (WDC) have an approximate 10% indirect equity and voting interest in Northwest Fiber. *Id.*

¹⁴ *Id.* at 2, 23-24 (identifying the service areas of each Ziply Fiber subsidiary); *see also* Attach. A, Section 310(d) Applications.

¹⁵ Lead Application at 2, 23-24 (describing services provided by Ziply Fiber).

¹⁶ *Id.* at 2-3; *see id.* at 23-24 (listing the classification of each Licensee), Exh. A.

¹⁷ *See* Attach. A, Section 310(d) Applications.

¹⁸ Lead Application at 3.

¹⁹ *Id.*

²⁰ *Id.* at Exh. C (noting Bell MTS Inc. will hold a 5.9% equity and voting interest in Northwest Fiber Holdco upon consummation of the transaction and has only been included to provide a complete illustration of the post-closing ownership interests in the Licensees).

²¹ *Id.* at 3, 15-16 & nn.14, 16.

²² *Id.* at 9.

directly and indirectly through the acquisition of certain intermediate entities that currently hold units in Northwest Fiber Holdco, all of Northwest Fiber Holdco's issued and outstanding membership units.²³

Following the acquisition, Bell Canada intends to undertake a series of internal restructuring steps, which are planned to take place contemporaneously with the consummation of the transaction, or as soon as possible (i.e., within approximately one business day) following BCE Holding's acquisition of Northwest Fiber Holdco's membership units²⁴ to simplify the holding structure of Ziply Fiber below BCE Holding. Because the restructuring is intended to occur simultaneously with consummation of the transaction, the Applicants assert it is not expected that there will be any interim ownership structures.²⁵ The Applicants anticipate that the surviving entity of these successive mergers will change its name to Northwest Fiber Ultimate Holdings, LLC (Northwest Ultimate).²⁶ The Applicants assert that all entities involved in the restructuring will be U.S.-organized entities.²⁷

Upon closing, Northwest Ultimate will be a wholly-owned subsidiary of BCE Holding and will be the direct and indirect parent entity of the Licensees.²⁸ As a result of this series of transactions and mergers, BCE Inc., a publicly traded Canadian corporation and BCE Holding's indirect corporate parent, will acquire ultimate ownership and control of the Licensees.²⁹ After closing, Licensees will continue to hold their section 214 authorizations and other Commission licenses.³⁰

Most Licensees are authorized as Eligible Telecommunications Carriers (ETCs).³¹ Certain Licensees for which BCE Holding will assume ultimate ownership and control have been awarded Rural Digital Opportunity Fund (RDOF) or Connect America Fund (CAF) Phase II auction support.³² BCE Holding has agreed that, as of the consummation of the proposed transaction, in and through certain Northwest Fiber Holdco subsidiaries for which BCE Holding will have assumed ultimate ownership and control, BCE Holding will assume all of Ziply Fiber's buildout and service obligations associated with all prior and future Universal Service Fund (USF) support, regardless of any preexisting conditions that could impact its ability to comply with such obligations.³³

Public Interest Analysis

Pursuant to sections 214(a) and 310(d) of the Act,³⁴ we must determine whether the proposed

²³ *Id.* at 4.

²⁴ *See* January 2025 Supplement at 2.

²⁵ *Id.*

²⁶ Lead Application at 4.

²⁷ January 2025 Supplement at 2.

²⁸ *Id.*

²⁹ Lead Application at 4.

³⁰ *Id.*

³¹ Lead Application at 11-12 (listing the Licensees authorized as ETCs and their respective service areas).

³² *Id.* (listing three entities (Ziply Fiber Northwest, Ziply Fiber of Idaho, and Ziply Fiber of Montana), and their service areas, that receive RDOF support, and one entity (Ziply Wireless) that receives CAF Phase II support).

³³ *See id.*; January 2025 Supplement at 1-2.

³⁴ 47 U.S.C. §§ 214(a), 310(d). Section 310(d) of the Act requires that we consider applications for transfer of Title III licenses under the same standard as if the proposed transferee were applying for licenses directly under section 308 of the Act, 47 U.S.C. § 308. *See, e.g., Frontier Communications Parent, Inc. and Verizon Communications, Inc. Application for Consent to Transfer Control*, WC Docket No. 25-445, Memorandum Opinion and Order, DA 25-421, para. 9 (WCB, OIA, WTB 2025) (*Verizon-Frontier Order*); *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*,

(continued....)

transfer of control to BCE Holding of licenses and authorizations held and controlled by Northwest Fiber Holdco will serve the public interest, convenience, and necessity. We first assess whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules.³⁵ We then consider whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.³⁶ Notably, the Commission has determined it may impose and enforce transaction-related conditions to ensure that the public interest is served by the transaction.³⁷ We next consider a transaction's public interest benefits. Applicants bear the burden of proving those benefits by a preponderance of the evidence.³⁸ As part of our public interest authority, we may impose conditions to ensure for the public the transaction-related benefits claimed by the Applicants.³⁹

A. Potential Public Interest Harms

Based on the current record, we find that there are no likely potential transaction-related public interest harms. First, we find that the proposed transaction will not result in a reduction of competition.

Memorandum Opinion and Order, 32 FCC Rcd 9581, 9585, para. 8 (2017) (*CenturyLink-Level 3 Order*); *Application of Verizon Communications Inc. and Straight Path Communications, Inc. for Consent to Transfer Control of Local Multipoint Distribution Service, 39 GHz, Common Carrier Point-to-Point Microwave, and 3650-3700 MHz Service Licenses*, ULS File No. 0007783428, Memorandum Opinion and Order, 33 FCC Rcd 188, 189, para. 5 & n.11 (WTB 2018) (*Verizon-Straight Path Order*); *Applications of GCI Communication Corp., ACS Wireless License Sub, Inc., ACS of Anchorage License Sub, Inc., and Unicom, Inc.; For Consent to Assign Licenses to the Alaska Wireless Network, LLC*, WT Docket No. 12-187, WC Docket No. 09-197, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 10433, 10442, para. 23 & n.71 (2013) (*Alaska Wireless-GCI Order*).

³⁵ 47 U.S.C. § 310(d); *Verizon-Frontier Order* at para. 9; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 8; *Verizon-Straight Path Order*, 33 FCC Rcd at 190, para. 5; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

³⁶ See, e.g., *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *Verizon-Straight Path Order*, 33 FCC Rcd at 190, para. 5; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

³⁷ See, e.g., *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, 9141, para. 22 (2015) (*AT&T-DIRECTV Order*); *Applications of Comcast Corp., General Electric Co. and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licenses*, MB Docket No. 10-56, Memorandum Opinion and Order, 26 FCC Rcd 4238, 4249, para. 25 (2011) (*Comcast-NBC Universal Order*); *Application of EchoStar Communications Corp., (a Nevada Corp.), General Motors Corp., and Hughes Electronics Corp (Delaware Corps.) (Transferors) and EchoStar Communications Corp. (A Delaware Corp.) (Transferee)*, CS Docket No. 01-348, Hearing Designation Order, 17 FCC Rcd 20559, 20575, para. 27 (2002) (*EchoStar-DIRECTV HDO*); see also *Application of WorldCom, Inc. and MCI Commc'ns Corp. for Transfer of Control of MCI Communications Corporation to WorldCom, Inc.*, CC Docket No. 97-211, Memorandum Opinion and Order, 13 FCC Rcd 18025, 18032, para. 10 (1998) (*WorldCom-MCI Order*) (stating that the Commission may attach conditions to the transfers); *Applications of T-Mobile US, Inc., and Sprint Corp. for Consent to Transfer Control of Licenses and Authorizations*; *Applications of American H Block Wireless L.L.C., DBSD Corp., Gamma Acquisition L.L.C., and Manifest Wireless L.L.C. for Extension of Time*, WT Docket No. 18-197, ULS File Nos. 0008741236, 0008741420, 0008741603, and 0008741789 et al., Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, 10596, para. 42 (2019) (*T-Mobile-Sprint Order*); *Verizon-Frontier Order* at para. 10.

³⁸ 47 U.S.C. § 309(e); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 10; *Verizon-Frontier Order* at para. 11; *Verizon-Straight Path Order*, 33 FCC Rcd at 190-91, para. 7; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

³⁹ See, e.g., *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10443, para. 26; *Applications of AT&T Inc. and Centennial Communications Corp. For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, WT Docket No. 08-246, ULS File Nos. 0003652447, et al., ICFS File Nos. ITC-T/C-20081121-00508, et al., and SCL-T/C-20081121-00018, Memorandum Opinion and Order, 24 FCC Rcd 13915, 13929, para. 30 (2009); *Verizon-Frontier Order* at para. 11.

The Applicants contend that because Bell Canada and Zipy Fiber have no geographic overlap in their operating territories and otherwise do not compete, the proposed transaction will not result in any reduction in competition or choice for consumers.⁴⁰ The Applicants further state that the proposed transaction will have no adverse impact on Zipy Fiber's current customers, explaining that "Bell Canada intends for the Zipy Fiber business to continue as its own operating entity, maintaining its existing company management and business plan," and the proposed transaction will be seamless, transparent, and "will not result in any disruptions to Zipy Fiber customers or business partners."⁴¹

Second, we also find no harms associated with USF programs. The record indicates that after consummation of the proposed transaction, BCE Holding has committed to meeting Zipy Fiber's RDOF and CAF Phase II program's public interest and performance requirements⁴² and has indicated that Zipy Fiber will continue to have the required technical, financial, and managerial expertise necessary to meet those requirements.⁴³ The Applicants explain that there are no expected changes that BCE Holding will make to the technologies under which the Zipy Fiber was authorized to receive support, and that, as a result of the proposed transaction, "Bell Canada will bring its fiber deployment expertise to bear to help Zipy Fiber meet its fiber buildout plans and address challenges in deploying fiber in geographically difficult locations."⁴⁴ Further, the Applicants explain that there will be no change in debt in connection with the proposed transaction that could negatively impact RDOF and CAF Phase II compliance.⁴⁵ Finally, the Applicants explain that although the transaction will not result in changes in management, "Zipy Fiber will be empowered to continue to grow its business in line with its current plans, bolstered by the support of Bell Canada's expertise and resources."⁴⁶

⁴⁰ Lead Application at 9.

⁴¹ *Id.* at 5; *see also id.* at 6-7, 9-10 (also stating they do not anticipate that the proposed transaction "will result in any changes to Zipy Fiber's current operations support systems" for its existing customers).

⁴² January 2024 Supplement at 1-2; Lead Application at 12; *see also id.* at 11. The Bureau has provided a summary of the various obligations of authorized CAF Phase II Auction or RDOF support recipients in prior authorization public notices. As stated in these public notices, the list is not intended to be comprehensive, and all authorized parties are responsible for conducting the due diligence required to comply with USF requirements and the Commission's rules. *See, e.g., Rural Digital Opportunity Fund Support Authorized for 5,657 Winning Bids*, AU Docket No. 20-34, WC Docket No. 19-126 and WC Docket No. 10-90, Public Notice, 37 FCC Rcd 3570, 3570-78 (AU/WCB 2022); *Connect America Fund Phase II Support Authorized for 387 Winning Bids*, AU Docket No. 17-182, WC Docket No. 10-90, Public Notice, 34 FCC Rcd 9406, 9406-11 (WCB/OEA 2019). In addition to those requirements specified in these releases, all high cost support recipients must test and certify compliance with the relevant performance requirements in accordance with the uniform framework that has been adopted for measuring and reporting on high-cost performance requirements. 47 CFR § 54.313. Further, ETCs that are designated for the purpose of receiving high-cost support or designated for the purpose of only receiving Lifeline services must offer the Lifeline discount to qualifying households. *See* 47 CFR § 54.101(d); *see also* 47 CFR part 54, subparts D, K, L, M. The Lifeline program provides support to reimburse providers for offering phone, broadband, or bundled services at discounted prices to qualifying low-income households, with enhanced support available for households residing on Tribal lands. 47 CFR §§ 54.401(a), 54.403(a). Eligible services include voice and broadband Internet access service meeting certain requirements. *See* 47 CFR § 54.408.

⁴³ Lead Application at 6-10, 12. *See Domestic Section 214 Application Granted for the Acquisition of Certain Assets of Computer 5 Inc. d/b/a LocalTel Communications to Northwest Fiber, LLC, Zipy Fiber Northwest, LLC, and Zipy Wireless LLC*, WC Docket No. 24-87, DA 24-946 at 5 (WCB Sept. 13, 2024) ("[Northwest Fiber, LLC], through its relevant affiliates, will remain financially, managerially, and technically obligated to meet all public interest and performance obligations associated with the receipt of CAF Phase II and RDOF funding, and we expect that the proposed transaction will not negatively impact these obligations.").

⁴⁴ Lead Application at 5; *see id.* at 7-9.

⁴⁵ *Id.* at 12.

⁴⁶ *Id.* at 5; *see id.* at 12.

Further, BCE Holding acknowledges that, as part of this transaction and, in and through Ziplly Fiber's authorized support recipients, it assumes all USF and ETC-related public interest responsibilities and obligations of Ziplly Fiber, including all administrative, performance, and deployment obligations and deadlines associated with the receipt of RDOF and CAF Phase II support, regardless of any preexisting or reasonably foreseeable conditions that could impact the authorized support recipients' abilities to meet their legal obligations, including any technical, marketplace, and on-the-ground conditions.⁴⁷ BCE Holding also acknowledges that after consummation of the proposed transaction, it will be responsible for any consequences for noncompliance with program requirements, regardless of whether the circumstances giving rise to such consequences pre-date or post-date the consummation of the transaction, including default recovery of support and potential forfeiture penalties, in all supported areas.⁴⁸ Overall, we conclude that, based on the record, there are no public interest harms that will arise from the proposed transaction.

B. Potential Public Interest Benefits

We next review the potential public interest benefits. The Commission finds a claimed benefit to be cognizable only if it is transaction-related, verifiable, and is likely to flow through to consumers and not inure solely to the benefit of the company.⁴⁹

The Applicants contend that grant of the Applications would serve the public interest by combining Ziplly Fiber's demonstrated commitment to its current operations with Bell Canada's success in deploying fiber and telecommunications infrastructure, including in rural areas.⁵⁰ The Applicants assert that the proposed transaction will "strengthen Ziplly Fiber's service offerings through leveraging Bell Canada's deeply embedded fiber expertise."⁵¹ With regard to the various USF programs that Ziplly Fiber participates in, the Applicants maintain that leveraging Bell Canada's expertise gained while deploying fiber in geographically difficult locations in Canada will help Ziplly Fiber meet its fiber buildout plans.⁵²

The Commission has specified that ensuring consumers receive new or additional services is an important public interest factor,⁵³ and accelerating private sector deployment of advanced services is one

⁴⁷ January 2025 Supplement at 1.

⁴⁸ *Id.* at 1-2. We note that, pursuant to Northwest Fiber's noncompliance with certain 2021 performance measures testing requirements and in accordance with the Commission's performance testing support recovery rules, USAC must recover approximately \$1.1 million of CAF II Model high-cost support from Northwest Fiber. *See Connect America Fund*, WC Docket No. 10-90, Order, 38 FCC Rcd 2391, 2393-94 (WCB 2023) (*Ziplly Fiber Waiver Order*); 47 CFR § 54.320(d)(2) (setting forth performance testing support recovery requirements). Ziplly Fiber requested waiver or extension of time to demonstrate compliance in 2021 with the performance latency standards and performance testing support recovery requirements in section 54.320(d)(2) of the Commission's rules, which the Bureau denied. *See Ziplly Fiber Waiver Order*, 38 FCC Rcd at 2396-97. Ziplly Fiber has petitioned the Bureau for reconsideration of certain parts of the *Ziplly Fiber Waiver Order*. Northwest Fiber, LLC d/b/a Ziplly Fiber, Petition for Reconsideration, WC Docket No. 10-90 (filed May 1, 2023). Ziplly Fiber withdrew its Petition for Reconsideration on July 11, 2025. *See Northwest Fiber d/b/a Ziplly Fiber, Motion to Withdraw Petition for Reconsideration of Ziplly Fiber*, WC Docket No. 10-90 (filed July 11, 2025).

⁴⁹ *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9604, para. 50 (citing *AT&T Inc. and BellSouth Corporation Application for Transfer of Control*, WC Docket No. 06-74, Memorandum Opinion and Order, 22 FCC Rcd 5662, 5761, para. 202 (2007)); *AT&T-DIRECTV Order*, 30 FCC Rcd at 9237, paras. 273-74.

⁵⁰ Lead Application at 5-9.

⁵¹ *Id.* at 9.

⁵² *Id.* at 7-9.

⁵³ *See, e.g., AT&T-DIRECTV Order*, 30 FCC Rcd at 9140, para. 19.

of the aims of the Act.⁵⁴ In light of BCE Holding acknowledging its responsibility to meet all of its federal high-cost support obligations and potentially greater ability to timely expand its fiber network, we find it likely that the proposed transaction would result in some public interest benefits. Absent any potential harms, and considering that the proposed transaction is likely to yield some benefits, we find that the proposed transaction serves the public interest.

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

When analyzing a transfer of control, assignment application, or petition for declaratory ruling that includes foreign investment, we also consider public interest issues related to national security, law enforcement, foreign policy, or trade policy concerns.⁵⁵ As part of our public interest analysis, the Commission coordinates with the relevant Executive Branch agencies that have expertise in these particular issues.⁵⁶ 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 relevant Executive Branch agencies.⁵⁷ The Commission, however, ultimately makes an independent decision on the application based on the record in the proceedings.⁵⁸

⁵⁴ See *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, 36 FCC Rcd 16994, 17002, para. 22 (2021) (citing 47 U.S.C. §§ 254, 332(c)(7), 1302; Telecommunications Act of 1996, Pub. L. No. 104-104, Preamble, 110 Stat. 56 (1996) (stating that one purpose of the Act is to “accelerate rapidly private sector deployment of advanced telecommunications and information technologies and services”)).

⁵⁵ 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*, IB Docket Nos. 97-142 and 95-22, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23918-21, paras. 59-66 (1997) (*Foreign Participation Order*), recon. denied, *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, IB Docket No. 97-142, Order on Reconsideration, 15 FCC Rcd 18158 (2000) (explaining that 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.

⁵⁶ See *Executive Branch Review Order*, 35 FCC Rcd at 10935-36, paras. 17, 24.

⁵⁷ *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*, GN Docket No. 15-236, Report and Order, 31 FCC Rcd 11272, 11277, para. 6 (2016) (*2016 Foreign Ownership Order*), *Pet. for recon. dismissed, 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*, GN Docket No. 15-236, Order on Reconsideration, 32 FCC Rcd 4780 (2017).

⁵⁸ 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.”).

Pursuant to Commission practice, the Applications and Restated Petition were referred to the relevant Executive Branch agencies for their review of any national security, law enforcement, foreign policy, or trade policy concerns related to the foreign ownership of the Applicants and Petitioners.⁵⁹ On February 19, 2025, the U.S. Department of Justice (DOJ), on behalf of the Committee, notified the Commission that the Committee was conducting an initial review of the Applications and Restated Petition to assess whether granting the Applications and Restated Petition would pose a risk to the national security or law enforcement interests of the United States.⁶⁰ We deferred action on the Applications and Restated Petition in response to the Committee's notification.

On June 18, 2025, NTIA, on behalf of the Committee, filed the Committee Petition to adopt conditions to Commission grant of the Applications and Restated Petition.⁶¹ It states that the Committee has no objection to grant of the Applications and Restated Petition, provided that the Commission conditions its approval on compliance with the commitments and undertakings set forth in the Northwest Fiber Holdco, LLC and BCE Inc. May 29 2025 LOA.

In accordance with the request, and in the absence of any objection from the Applicants and Petitioners, we grant the Committee Petition. Accordingly, we condition grant of the Applications and Restated Petition on compliance by the Applicants and Petitioners with the commitments and undertakings set out in the May 29 2025 LOA.⁶² A failure to comply with and/or remain in compliance with any of the provisions of the May 29 2025 LOA shall constitute a failure to meet a condition of these authorizations and the underlying authorizations and licenses, and therefore is grounds for the Commission to declare the authorizations, licenses, and declaratory ruling as terminated without further action on the part of the Commission. A failure to meet a condition of these authorizations may also result in the Commission initiating monetary sanctions or other enforcement action.

Restated Petition for Declaratory Ruling under Section 310(b)(4)

The Petitioners request that the Commission find that it would serve the public interest to approve foreign equity and voting interests in Northwest Fiber, the controlling U.S. parent of the Common Carrier Wireless Licensees, in excess of the 25% statutory benchmarks in section 310(b)(4) of the Act.⁶³

Post-Closing Ownership

Northwest Fiber, a Delaware limited liability company, is the direct parent company of the

⁵⁹WCB/OIA/WTB 2024 Accepted-for Filing Public Notice at 6-7 (referring the Applications and the Restated Petition to the Executive Branch agencies); see, e.g., *Applications Filed for the Transfer of Control of Conterra Ultra Broadband, LLC, Network USA, LLC, Detel Wireless, LLC, Broadplex, LLC, and Tim Ron Enterprises, LLC d/b/a Network Communications*, WC Docket No. 20-240, Public Notice, 35 FCC Rcd 10658, 10664 (WCB/IB/WTB 2020) (citing the *Foreign Participation Order*, 12 FCC Rcd at 23918-19, paras. 61-63); *WCB/OIA/WTB 2024 Accepted-for Filing Public Notice*, DA 25-134 (referring the applications and the Restated Petition to the Executive Branch agencies).

⁶⁰ Letter from Lucas S. Evans, Department of Justice, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 24-692, ICFS File Nos. ITC-T/C-20241206-00181, ITC-T/C-20241206-00182, and ISP-PDR-20241206-00005, and Attach. (filed Feb. 19, 2025).

⁶¹ Committee Petition. *supra* note 9, citing LOA, *supra* note 10. A copy of the LOA is attached to the Committee Petition.

⁶² See generally LOA.

⁶³ 47 U.S.C. § 310(b)(4). The Commission previously granted a foreign ownership ruling for Northwest Fiber in 2019 when Northwest Fiber acquired the Common Carrier Wireless Licensees from Frontier Communications Corporation and its subsidiaries. See *Applications Filed for the Transfer of Control of Certain Subsidiaries of Frontier Communications Corp. to Northwest Fiber, LLC*, Memorandum Opinion and Order and Declaratory Ruling, 34 FCC Rcd 12344, 12346 (WCB/IB/WTB 2019).

Common Carrier Wireless Licensees, all of which are Delaware entities.⁶⁴

According to the Restated Petition, upon completion of the proposed transaction, Northwest Fiber will be indirectly wholly owned by Bell Canada and will have an estimated aggregate foreign ownership of 100%.⁶⁵ BCE Holding will wholly own Northwest Ultimate,⁶⁶ a Delaware entity that will be created at or close in time following the Proposed Transaction. Northwest Ultimate will wholly own Northwest Fiber, the proposed controlling U.S. parent of the Common Carrier Wireless Licensees.

BCE Holding, a Delaware corporation, is wholly owned by Bell Canada, a Canadian corporation and Canada's largest telephone and telecommunications company. Bell Canada, in turn, is majority owned by BCE, Inc. (94.1% equity and voting), a publicly traded Canadian corporation headquartered in Montreal, Quebec, Canada, and minority owned by Bell MTS Inc. (5.9% equity and voting), a Canadian corporation. In turn, Bell Canada owns 100% of the Class A preferred shares (100% equity) in Bell MTS Inc. BCE Inc. owns 100% of the voting interest in Bell MTS Inc.

Requests for Aggregate Foreign Ownership, Specific Approvals, and Advance Approvals

The Petitioners seek a declaratory ruling to permit up to 100% indirect foreign ownership in Northwest Fiber.⁶⁷

Pursuant to section 1.5001(i) of the Commission's rules,⁶⁸ the Petitioners request that the Commission specifically approve the indirect foreign equity and/or voting interests that would be held in Northwest Fiber, the controlling U.S. parent of the Common Carrier Wireless Licensees, upon completion of the proposed transaction by foreign-organized entities as follows:

Bell Canada (100% equity, 100% voting) (Canada);

Bell MTS Inc. (5.9% equity, 5.9% voting) (Canada); and

BCE Inc. (94.1% equity, 100% voting) (Canada).⁶⁹

In the Restated Petition, the Petitioners contend that the Royal Bank of Canada (RBC), a Canadian financial institution that holds more than 5% but less than 10% interest in the aggregate in BCE Inc. should be treated as an institutional investor under section 1.5001(i)(3)(ii)(A) of the Commission's rules,⁷⁰ and therefore, should not require specific approval.⁷¹ The Petitioners state that "[RBC] may hold, in the aggregate through various direct and indirect subsidiaries, a greater than 5 percent but less than 10 percent ownership interest in BCE Inc."⁷² The Petitioners further assert that because RBC qualifies as an institutional investor under section 1.5001(i)(3)(ii)(A) of the Commission's rules, RBC is exempt from the specific approval requirements under section 1.5001(i) to hold its interest directly in BCE Inc. and

⁶⁴ Restated Petition at 1.

⁶⁵ *Id.* at 8.

⁶⁶ *Id.* at 4.

⁶⁷ *Id.* at 1.

⁶⁸ 47 CFR § 1.5001(i).

⁶⁹ Restated Petition at 10.

⁷⁰ 47 CFR § 1.5001(i)(3)(ii).

⁷¹ Restated Petition at 8-9, n. 6. According to the Restated Petition, "[b]ased upon a review of these reports and shareholder records, Bell Canada and BCE Inc. are not aware of any other foreign person or entity, other than the aforementioned Canadian Entities and the single exempt entity, that will hold a 5 percent or greater interest, as calculated under the Commission's rules, in Northwest Ultimate following the consummation of the Transaction." *Id.* at 9.

⁷² *Id.* at 8-9, n.6.

indirectly in Northwest Fiber. According to the Restated Petition, “Bell Canada understands that RBC is an institutional investor eligible to report its beneficial ownership interests in BCE Inc. pursuant to Exchange Act Rule 13d-1(b), 17 CFR § 240.13d-1(b), as are RBC’s affiliates.”⁷³ The Restated Petition further states that “RBC regularly files Schedules 13G with the Securities and Exchange Commission (SEC) pursuant to Exchange Act Rule 13d-1(b) with respect to entities of which RBC affiliates have acquired more than 5% of shares outstanding when these RBC affiliates have “acquired such securities in the ordinary course of [] business and not with the purpose nor with the effect of changing or influencing the control of the issuer.”⁷⁴

The Petitioners state that following the consummation of the proposed transaction, RBC and its affiliates would not indirectly hold more than 10% of the equity and/or voting interests of Northwest Fiber, the controlling U.S. parent.⁷⁵ Petitioners also state that RBC and its affiliates do not hold a controlling interest in Northwest Fiber or any of its parent entities, nor have they evidenced a plan or intent to change or influence control of Northwest Fiber or any of its parent entities.⁷⁶

The Commission generally requires a common carrier wireless licensee to identify and request specific approval for any foreign individual, entity, or group of foreign individuals or entities that holds or would hold directly, or indirectly through one or more intervening U.S. or foreign organized entities, more than 5% of the total outstanding voting or equity interest or a controlling interest in the controlling U.S. parent.⁷⁷ In certain limited circumstances, however, the Commission does not require specific approval of a foreign individual’s or entity’s non-controlling interest unless it would exceed, directly or indirectly, 10% of the equity and/or voting interest in the controlling U.S. parent.⁷⁸ With respect to this exemption, section 1.5001(i)(3)(ii)(A) of the Commission’s rules states that the Commission will presume such criterion is satisfied “[w]here the petitioning applicant or licensee, controlling U.S. parent, or entity holding a direct or indirect equity and/or voting interest in the applicant/licensee or U.S. parent is a ‘public company’ as defined in § 1.5000(d)(9), provided that the foreign holder is an institutional investor that is eligible to report its beneficial ownership interests in the company’s voting, equity securities in excess of 5 percent (not to exceed 10 percent) pursuant to Exchange Act Rule 13d-1(b), 17 CFR 240.13d-1(b), or a substantially comparable foreign law or regulation.”⁷⁹

⁷³ *Id.* (citing to 47 CFR 1.5001(i)(3)(ii)(A)).

⁷⁴ *Id.* (citing to 17 CFR § 240.13d-1(b)(1)(i)).

⁷⁵ *Id.*

⁷⁶ *Id.*

⁷⁷ 47 CFR § 1.5001(i). *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, IB Docket No. 11-133, Second Report and Order, 28 FCC Rcd 5741, 5767, para. 47 (2013) (*2013 Foreign Ownership Second Report and Order*); see also *2016 Foreign Ownership Order*, 31 FCC Rcd 11272.

⁷⁸ Specifically, a foreign investment is exempt from specific approval requirements where (i) the foreign interest is no more than 10 percent of the equity and/or voting interests of the U.S. parent or the petitioning applicant or licensee; and (ii) “the foreign individual or entity does not hold, and would not hold, a controlling interest in the petitioner or any controlling parent company, does not plan or intend to change or influence control of the petitioner or any controlling parent company, does not possess or develop any such purpose, and does not take any action having such purpose or effect.” 47 CFR § 1.5001(i)(3); *2013 Foreign Ownership Second Report and Order*, 28 FCC Rcd at 5768-79, paras. 48-68.

⁷⁹ 47 CFR § 1.5001(i)(3)(ii)(A); According to section 1.5000(d)(9) of the Commission’s rules, “[p]ublic company refers to a U.S.- or foreign-organized company that has issued a class of equity securities for which beneficial ownership reporting is required by security holders and other beneficial owners under sections 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, 15 U.S.C. 78a et seq. (Exchange Act) and corresponding Exchange Act Rule 13d-1, 17 CFR 240.13d-1, or a substantially comparable foreign law or regulation.” CFR § 1.5000(d)(9).

Petitioners provided information and materials regarding RBC, a publicly traded company, in support of the argument that RBC should be considered exempt under section 1.5001(i)(3)(ii)(A) of the Commission's rules.⁸⁰ The Petitioners further stated that RBC regularly files Schedules 13G with the SEC pursuant to Exchange Act Rule 13d-1(b) "with respect to entities of which RBC affiliates have acquired more than 5 percent of shares outstanding when these RBC affiliates have "acquired such securities in the ordinary course of [] business and not with the purpose nor with the effect of changing or influencing the control of the issuer."⁸¹ In general, the SEC rules require that beneficial ownership interests be reported by filing a Schedule 13D with the SEC.⁸² However, the SEC permits certain beneficial ownership interests to be filed under a Schedule 13G, a short-form statement, in lieu of a Schedule 13D filing.⁸³ To be eligible to file a Schedule 13G, the SEC requires that a person "has not acquired the securities with any purpose, or with the effect, of changing or influencing the control of the issuer, or in connection with or as a participant in any transaction having that purpose or effect" along with certain other requirements specific to each rule.⁸⁴ In addition, as the Petitioners state, RBC's interests through various direct and indirect subsidiaries, are less than 5% but no more than 10% BCE Inc. and Northwest Fiber, the controlling U.S. parent of the Common Carrier Wireless Licensees.⁸⁵

We find that Petitioners have made a sufficient showing that RBC should be treated as a passive institutional investor pursuant to section 1.5001(i)(3)(ii)(A) of the Commission's rules. Since RBC's interests falls below 10%, we find, based on the Petitioners' showing, RBC is exempt from specific approval under the 5% rule. Northwest Fiber will be required to file, and receive approval of, a new petition for declaratory ruling for specific approval of RBC before RBC's equity and/or voting interests increase to greater than 10%.

The Petitioners also request advance approval, pursuant to section 1.5001(k) of the Commission's rules,⁸⁶ for Bell MTS Inc. to increase its indirect equity and voting interests up to a non-controlling 49.99% in Northwest Fiber; and for BCE Inc. to increase its indirect equity and voting interests up to a controlling 100% in Northwest Fiber.⁸⁷

The Petitioners assert that the public interest would be served by granting the Restated Petition.⁸⁸

⁸⁰ See Restated Petition at 9, n.6 (discussing that RBC regularly files with the SEC pursuant to Exchange Act Rule 13d-1(b)).

⁸¹ *Id.*

⁸² 17 CFR § 240.13d-1.

⁸³ *Id.*; 17 CFR § 240.13d-102; 17 CFR § 240.13d-101.

⁸⁴ 17 CFR § 240.13d-1(b)(1)(i); 17 CFR § 240.13d-1(c)(1). Under section 240.13d-1(g), any person who has reported pursuant to Schedule 13G or has become obligated to report on Schedule 13G but "thereafter ceases to be a person specified in paragraph (b)(1)(ii) of this section or determines that it no longer has acquired or holds the securities in the ordinary course of business shall immediately become subject to § 240.13d-1(a) or § 240.13d-1(c) (if the person satisfies the requirements specified in § 240.13d-1(c)), and §§ 240.13d-2 (a), (b) or (d), and shall file, within 10 days thereafter, a statement on Schedule 13D (§ 240.13d-101) or amendment to Schedule 13G, as applicable, if the person is a beneficial owner at that time of more than five percent of the class of equity securities." 17 CFR § 240.13d-1(g).

⁸⁵ Restated Petition at 9, n.6 (citing to Royal Bank of Canada, Form 13F-HR Cover Page (Nov. 14, 2024), https://www.sec.gov/Archives/edgar/data/1000275/000114036124046848/xslForm13F_X02/primary_doc.xml; Royal Bank of Canada, Form 13F-HR Information Table (Nov. 14, 2024), https://www.sec.gov/Archives/edgar/data/1000275/000114036124046848/xslForm13F_X02/informationtable.xml).

⁸⁶ 47 CFR § 1.5001(k).

⁸⁷ Restated Petition at 10-11.

⁸⁸ *Id.* at 11-13.

Foreign Ownership Declaratory Ruling

Based on our review of the record, under section 310(b)(4) of the Act and the Commission's foreign ownership rules and policies, we find that the public interest would not be served by prohibiting foreign ownership of the proposed controlling U.S. parent, Northwest Fiber, in excess of the 25% benchmarks in section 310(b)(4) of the Act. We, therefore, grant the Restated Petition subject to the conditions set out herein.

This declaratory ruling authorizes, first, 100% aggregate foreign ownership of the proposed controlling U.S. parent, Northwest Fiber, subject to the terms and conditions set forth in section 1.5004 of the Commission's rules and the commitments and undertakings set out in the LOA.

In addition, pursuant to section 1.5001(i) of the Commission's rules, we approve the foreign equity and voting interests that would be held in Northwest Fiber by each of the above-listed foreign entities and individuals in the amounts specified above. We also approve the Petitioners' request for advance approval, pursuant to section 1.5001(k), permitting the above-listed foreign entities and individuals to increase their equity and voting interests in Northwest Fiber up to the amounts specified above.

Finally, under this declaratory ruling, Petitioners have an affirmative duty to monitor their foreign equity and voting interests, calculate their interests consistent with the principles enunciated by the Commission, including the standards and criteria set forth in sections 1.5002 through 1.5003 of the Commission's rules,⁸⁹ and otherwise ensure continuing compliance with the provisions of section 310(b) of the Act.⁹⁰

A failure to comply and/or remain in compliance with any of the conditions of this declaratory ruling shall constitute a failure to meet a condition of this declaratory ruling and the underlying authorizations and licenses and thus grounds for declaring the authorizations and licenses terminated without further action on the part of the Commission. A failure to meet a condition of this declaratory ruling may also result in monetary sanctions or other enforcement action by the Commission.

Grant of Applications and Restated Petition, Subject to Condition

We find, upon consideration of the record, that the proposed transfers will serve the public interest, convenience, and necessity.⁹¹ We also find that the public interest would not be served by prohibiting the foreign equity and voting interests in Northwest Fiber, the controlling U.S. parent of the Common Carrier Wireless Licensees, in excess of the 25% statutory benchmarks in section 310(b)(4) of the Act.

This grant of the Applications and Restated Petition is conditioned as set out in this Public Notice.

Pursuant to sections 4(i)-(j), 214(a), 214(c), 303(r), 310(b) and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i)-(j), 214(a), 214(c), 303(r), 310(b), 310(d), and sections 1.948, 1.5001-04, 63.04, and 63.24 of the Commission's rules, 47 CFR §§ 1.948, 1.5001-04, 63.04, 63.24, and pursuant to the authority delegated under sections 0.19, 0.91, 0.131, 0.291, 0.331 and 0.351 of the Commission's rules, 47 CFR §§ 0.19, 0.91, 0.131, 0.291, 0.331 and 0.351, we grant the Applications and Restated Petition for Declaratory Ruling listed in Attachment A to this Public Notice as conditioned in this Public Notice.

Pursuant to sections 4(i)-(j), 214(a), 310(b) and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i)-(j), 214(a), 310(b), 310(d) and sections 1.948, 1.5001-04; 1.40001-04, and

⁸⁹ 47 CFR §§ 1.5002-1.5003.

⁹⁰ *Id.* § 1.5004, note to paragraph (a).

⁹¹ *See* 47 U.S.C. § 214(a); 47 CFR § 63.04.

63.04, and 63.24 of the Commission's rules, 47 CFR §§ 1.948, 1.5001-04; 1.40001-04, 63.04, 63.24, we grant the Petition to Adopt Conditions to Authorizations and Licenses filed by the National Telecommunications and Information Administration. Grant of the Applications and Restated Petition for Declaratory Ruling is conditioned on compliance with the Letter of Agreement from Byron E. Springer, Jr., General Counsel, Northwest Fiber, LLC, and Robert Malcolmson, Chief Regulatory Officer, BCE Holding Corporation and EVP and Chief Legal and Regulatory Officer, BCE Inc. to Chief, Foreign Investment Review Section (FIRS) and Deputy Chief, Compliance and Enforcement (FIRS), on behalf of the Assistant Attorney General for National Security, United States Department of Justice National Security Division; and Assistant Secretary for Trade and Economic Security, Office of Strategy, Policy, and Plans, U.S. Department of Homeland Security (dated May 29, 2025).

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 underlying authorizations, licenses, and declaratory ruling and thus grounds for declaring the authorizations, licenses and declaratory ruling terminated without any further action on the part of the Commission. Failure to meet a condition of the authorizations, licenses or declaratory ruling may also result in monetary sanctions or other enforcement action by the Commission.

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 release of this Public Notice.

For further information, please contact Megan Danner, Wireline Competition Bureau, (202) 418-1151; Fara Mohsenikolour, Telecommunications and Analysis Division, Office of International Affairs, (202) 418-1429; Nadja Sodos-Wallace, Broadband Division, Wireless Telecommunications Bureau, (202) 418-0955; or Stephanie Asous, Mobility Division, Wireless Telecommunications Bureau, (202) 418-2155.

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ATTACHMENT A**SECTION 214 AUTHORIZATIONS****A. International**

The Office of International Affairs grants, as conditioned, the international section 214 transfer of control applications listed below.

<u>File Number</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20241206-00181	Ziply Fiber Northwest, LLC	ITC-214-20080219-00079; ITC-214-20000703-00390
ITC-T/C-20241206-00182	Northwest Fiber, LLC dba Ziply Fiber	ITC-214-20191219-00208

B. Domestic

The Wireline Competition Bureau grants, as conditioned, the Lead Application to transfer control of domestic section 214 authority in connection with the proposed transaction, WC Docket No. 24-692.⁹²

Authorization Holder	Jurisdiction of Formation	Provider Type	ETC
Northwest Fiber, LLC	Delaware	CLEC, IXC	No
Ziply Fiber of Idaho, LLC	Delaware	ILEC	Yes
Ziply Fiber of Montana, LLC	Delaware	ILEC	Yes
Ziply Fiber Northwest, LLC	Delaware	ILEC, CLEC	Yes
Ziply Fiber of Oregon, LLC	Delaware	ILEC, CLEC	Yes
Ziply Fiber Pacific, LLC	Delaware	CLEC	Pending
Ziply Wireless, LLC	Delaware	CLEC	Yes
Wholesail Networks LLC	Delaware	CLEC	No

SECTION 310(d) APPLICATIONS

The Wireless Telecommunications Bureau grants, as conditioned, the applications for consent listed below.

File Number	Licensee
0011359917 ⁹³	Ziply Fiber Northwest, LLC
0011361241	Ziply Fiber of Montana, LLC
0011361247	Ziply Fiber of Idaho, LLC
0011361254	Ziply Wireless, LLC
0011361259	Wholesail Networks LLC

RESTATED PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4)

The Office of International Affairs grants, as conditioned, the Petition for Declaratory Ruling, ICFS File No. ISP-PDR-20241206-00005.

⁹² 47 CFR § 63.04.

⁹³ The Applicants designated File No. 0011359917 as the lead application for the wireless licenses.