



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Report No. SCL-00172S

Friday December 11, 2015

Streamlined Submarine Cable Landing License Applications Accepted For Filing

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing and subject to the streamlined processing procedures set forth in section 1.767 of the Commission's rules, 47 C.F.R. § 1.767. Pursuant to the Submarine Cable Landing License Act, 47 U.S.C. §§ 34-39, and Executive Order No. 10530, reprinted as amended in 3 U.S.C. § 301, each applicant seeks: (a) the grant of a cable landing licensee; (b) the modification of a cable landing license; and/or (c) the assignment or transfer of control of an interest in a submarine cable landing license.

Pursuant to its decision in Review of Commission Consideration of Applications under the Cable Landing License Act, IB Docket No. 00-106, FCC 01-332, 16 FCC Rcd 22167 (2001) and section 1.767 of the rules, the Commission will take action upon these applications within forty-five (45) days after release of this public notice, unless the Commission has informed the applicant in writing that the application, upon further examination, has been deemed ineligible for streamlined processing.

Ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206. Filings relating to this application must be received within 14 days of this notice. Such filings will not necessarily result in an application being deemed ineligible for streamlined processing.

Copies of all applications listed here are available for public inspection in the FCC Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street, SW, Washington DC 20554. The center can be contacted at (202) 418-0270. People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Transfer of Control

Current Licensee: Allstream Fiber US, Inc.

FROM: MTS Inc.

TO: Zayo Group, LLC

Application for consent to transfer of control of the interest in the cable landing license for the AmeriCan-1 submarine cable system (AmeriCan-1 cable), SCL-MOD-19990901-00015, SCL-LIC-19980123-00002, held by Allstream Fiber US, Inc. (Allstream-US), from MTS Inc. (MTS) to Zayo Group, LLC (Zayo).

The AmeriCan-1 cable system is a non-common carrier fiber-optic cable system extending between the United States and Canada. Allstream-US and three other cable licensees each hold a one-quarter interest in the capacity and related support facilities of the AmeriCan-1 cable, and jointly own the U.S. cable landing station at Seattle, Washington. The other three cable licensees are: (1) Leducor Industries, Inc., a Washington company ultimately owned by the Leducor Group, a privately-held Canadian company, (2) CNCS Inc., a Delaware company ultimately owned by Rogers Communications, Inc. (Rogers Communications), a publicly-traded Canadian company; and (3) Marine Cable Corporation, a Delaware company ultimately owned by BCE, Inc., a publicly-traded Canadian holding company. Rogers Communications is the manager of the U.S. cable landing station. The ownership interests in these three other licensees is not affected by the proposed transaction.

Allstream-US, a Delaware corporation, is a wholly-owned direct subsidiary of MTS, a Canadian company that is wholly-owned, on an indirect basis, by Manitoba Telecom Services Inc., a publicly-traded Canadian holding company. As part of a larger transaction, Zayo will acquire 100 percent of the equity of Allstream-US, which will become, post-consummation, a wholly-owned subsidiary of Zayo.

Upon completion of the transaction, the following individuals and entities will have a 10% or greater direct or indirect ownership interest in Allstream-US: (1) Zayo Group, LLC, a Delaware company (100% direct ownership interest in Allstream-US), (2) Zayo Group Holdings, Inc. (Holdings), a publicly-traded Delaware company (100% direct ownership interest in Zayo), (3) GTCR Partners X/A&C LP, a U.S. investment partnership (18.7% indirect ownership in Holdings as the general partner of (i) GTCR Fund X/A LP (9.31% direct interest in Holdings), (ii) GTCR Fund X/C LP (2.67% direct interest in Holdings), and (iii) GTCR Investors (CII) LP (6.73% direct interest in Holdings)), and (4) GTCR Investment X LLC, a U.S. investment company (18.79% indirect ownership interest in Holdings as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X/C LP (0.08% direct interest in Holdings)). No other person or entity will own a ten percent or greater direct or indirect equity or voting interest in Allstream-US.

Applicants agree to abide by the routine conditions specified in section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g).

REMINDERS:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See C.F.R. §§ 1.2001-1.2003.

By this notice, we inform the public that submarine cable landing license applications and international section 214 applications that are part of larger transactions involving multiple Commission licenses or authorizations may involve "extraordinary circumstances" as referenced in Review of Commission Consideration of Applications under the Cable Landing License Act, Report and Order, 16 FCC Rcd 22167 (2001) and Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997), paras. 327-28, Order on Reconsideration, 15 FCC Rcd 18158 (2000). Additionally, these extraordinary circumstances may result where Executive Branch agencies petition the Commission to defer decision on certain transactions pending the resolution of potential national security, law enforcement, foreign policy and trade policy issues. Accordingly, these applications may not be acted on within the 90-day review period that the Commission has established as the period of time normally required to reach a decision on non-streamlined cable landing licenses and international section 214 applications. This notice shall serve as public notice to applicants that, in these circumstances, additional time may be required for Commission review and final action. No additional formal public notice will be provided routinely with respect to specific applications in the event that the applicable review period extends beyond 90 days.