

Attachment 1

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Neutral Networks USA Inc.)
)
 Assignor,)
and)
)
Neutral Networks USA LLC) File No. _____
)
 Assignee.)
)
Pro Forma Assignment of International Authority)
Pursuant to Section 214 of the Communications)
Act of 1934, as amended)
)
)

**NOTIFICATION OF PRO FORMA ASSIGNMENT OF INTERNATIONAL
AUTHORITY PURSUANT TO SECTION 214 OF THE COMMUNICATIONS ACT
OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Communications Act”), 47 U.S.C. § 214, and Section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24, Neutral Networks USA Inc. and Neutral Networks USA LLC hereby notify the Commission of a *pro forma* assignment of the international Section 214 authorization held by Neutral Networks USA Inc. to Neutral Networks USA LLC.¹

This assignment took place in connection with the conversion of Neutral Networks Inc. to a limited liability company, as permitted under Delaware law. As a result of the change, the company became a limited liability company and its name was changed to

¹ Neutral Networks USA Inc. holds an international Section 214 authorization for global facilities-based services and global resale services, granted under FCC File No. ITC-214-20180314-00054. See International Authorizations Granted, *Public Notice*, DA No. 19-749, Rep. No. TEL-01973 (rel. Aug. 8, 2019). Neutral Networks USA has never provided domestic service, and consequently does not hold a domestic Section 214 authorization.

Neutral Networks USA LLC. The conversion did not result in any change in the ownership or control of the company.

The Assignment: The assignment was accomplished through a conversion from a corporation to a limited liability company under Section 18-214 of the Delaware Limited Liability Act. Neutral Networks USA Inc. executed a certificate of conversion on November 29, 2018, and it became effective upon filing with the Secretary of State of Delaware on November 30, 2018. The Delaware Secretary of State's office issued a certification of the conversion on December 3, 2018.

Pro Forma Nature of Proposed Assignment: The Commission properly can approve the change in form of Neutral Networks USA under pro forma assignment procedures. The conversion of Neutral Networks USA Inc. to Neutral Networks USA LLC did not result in any changes in ownership and control of the company. As shown below, the company remains under 100% ownership of Neutral Networks, S. de R.L. de C.V. Neutral Networks, S. de R.L. de C.V. is controlled by Grupo Even Telecom, S.A. de C.V., and the ownership of Grupo Even Telecom remains the same as when the initial Section 214 application.²

Additional Information: Neutral Networks USA LLC acknowledges that the information provided in this application should have been provided to the Commission during the pendency of the initial Section 214 application, and regrets its error. Due to a misunderstanding of the impact of the change in the company's form, Neutral Networks did not realize that the application should have been amended and therefore did not report the change to the Commission. Neutral Networks is instituting processes to ensure that any regulatory requirements related to future changes in corporate structure or control are

² The original Section 214 application reported that Grupo Even Telecom held 100% of Neutral Networks, S. de R.L. de C.V. That interest is now 99.99%.

addressed prior to the time such changes occur. For these reasons, Neutral Networks USA LLC requests *nun pro tunc* approval of the *pro forma* assignment described in this application.

In compliance with Section 63.24(f), the following information is provided:

(1) Name, address and telephone number of each Applicant:

Assignor:

Neutral Networks USA Inc.
3411 Silverside Road
Tatnall Building #104
Wilmington, DE 18810

Assignee:

Neutral Networks USA LLC
3411 Silverside Road
Tatnall Building #104
Wilmington, DE 18810

(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized

Neutral Networks USA Inc. was organized under the laws of Delaware.

Neutral Networks USA LLC is organized under the laws of Delaware.

(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:

For the Assignor and the Assignee:

J.G. Harrington
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004
Tel. (202) 776-2818
Fax (202) 842-7899
Email jgharrington@cooley.com

(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act.

Neutral Networks USA Inc. holds an international Section 214 authorization for global facilities-based services and global resale services, granted under FCC File No. ITC-214-20180314-00054. *See* International Authorizations Granted, *Public Notice*, DA No. 19-749, Rep. No. TEL-01973 (rel. Aug. 8, 2019).

Neutral Networks USA Inc. has never provided domestic service, and consequently does not hold a domestic Section 214 authorization.

(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:

An ownership chart for Neutral Networks USA, Inc. as attached as Attachment 2 to this application.

The following is information concerning the ownership of Neutral Networks USA, Inc.:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Neutral Networks, S. de R.L. de C.V. Jiménez 490, Colonia Centro, 64000, Monterrey, Nuevo Leon, México	100%	Mexico	Holding Company

Neutral Networks, S. de R.L. de C.V. is controlled by Grupo Even Telecom, S.A. de C.V. The following is the information concerning Grupo Even Telecom:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Grupo Even Telecom, S.A. de C.V. Jiménez 490, Colonia Centro, 64000, Monterrey, Nuevo Leon, México	99.99%	Mexico	Telecommunications Infrastructure

The following is information concerning the ownership of Grupo Even Telecom:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
LatAm Investments FV B.V. Zuidplein, WTC Tower H, Floor 1, Amsterdam, The Netherlands	67.95%	Netherlands	Investments
CIBANCO IBM FIDEICOMISO CIB/2643 Av de los Andes 265 Colonia Bosques de las Lomas Delegación Miguel Hidalgo, 11700, Mexico City, Mexico	24.28%	Mexico	Investments

The following is information concerning the ownership of LatAm Investments FV B.V.:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
LatAm Investments S.a.r.l. 8-10 Avenue de la Gare Luxembourg	100%	Luxembourg	Investments

The following is information concerning the ownership of LatAm Investments S.a.r.l.:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Southern Cross Latin America Private Equity Fund V, L.P. c/o Blakes Extra-Provincial Services Inc. 199 Bay Street, Suite 4000 Toronto, Ontario M5L1A9 Canada	100%	Canada	Investments

The following is information concerning the ownership of Southern Cross Latin America Private Equity Fund V:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Ruhr Valley Investment Pte. Ltd. 168 Robinson Road, #37-01 Capital Tower Singapore	12.71%	Singapore	Investments
Employee Retirement System of Texas P.O. Box 13207 Austin, TX, 78711-3207	11.10%	Texas	Investments

Ruhr Valley Investments is a sovereign wealth fund of the Republic of Singapore. There are no 10% or greater owners of the Retirement System of Texas.

The following is information concerning the ownership of CIBANCO IBM FIDEICOMISO CIB/2643:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Afore Banamex, S.A. de C.V. Paseo de la Reforma 390, 12th floor Colonia Juárez Delegación Cuauhtémoc, 06600, Mexico City, Mexico	64.82%	Mexico	Investments
Profuturo GNP, S.A. de C.V. Blvd. Adolfo López Mateos 2009 Colonia Los Alpes Delegación Álvaro Obregón, 01010 Mexico City, Mexico	25.00%	Mexico	Investments
Metlife Afore, S.A. de C.V. Blvd. Adolfo López Mateos 2009 Colonia Los Alpes Delegación Álvaro Obregón, 01010 Mexico City, Mexico	10.18%	Mexico	Investments

Afore Banamex, S.A. de C.V., Profuturo GNP, S.A. de C.V., and Metlife Afore, S.A. de C.V. are pension funds. There are no 10% or greater owners of these entities.

(6) Certification as to nature of the transaction:

The parties certify that the assignment described herein was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

(7) Certification by Assignee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

The parties hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant by the Commission of the *pro forma* transfer of control of the international Section 214 authorizations now held Neutral Networks USA Inc. would serve the public interest, convenience and necessity.

Respectfully submitted,

Neutral Networks USA Inc.
Neutral Networks USA LLC

By: 

J.G. Harrington
Their Attorney
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004
202-776-2818
jgharrington@cooley.com

Date: December 10, 2019

**NOTIFICATION OF PRO FORMA TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATION**

CERTIFICATION

I, Gabriel Navarro of Neutral Networks USA LLC, hereby certify the following:

- The assignment of the international authorization held by Neutral Networks USA Inc. to Neutral Networks USA LLC was *pro forma* and, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party; and
- No party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: December 10th, 2019



Gabriel Navarro
Neutral Networks USA LLC
3411 Silverside Road
Tatnall Building #104
Wilmington, DE 18810