Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matter of BRITISH TELECOMMUNICATIONS LIMITED AND VERIZON COMMUNICATIONS INC., Transferors JASPER NEWCO LIMITED, Transferee Consolidated Application for Consent to Transfer Control of International and Domestic Section 214 Authority	ICFS File Nos. ITC-T/C-20260823-00254 ITC-T/C-20260907-00266 ITC-ASG-20260820-00250 WC Docket No. 26-______

CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER CONTROL OF INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORITY

Pursuant to 47 U.S.C. § 214 and 47 C.F.R. §§ 63.04, 63.18, and 63.24, British Telecommunications Limited ("BT") and Verizon Communications Inc. ("Verizon" and, together with BT, the "Transferors") apply for Commission consent to transfer control of, or assign, international and domestic Section 214 authority held by wholly-owned subsidiaries of each of the Transferors (together, the "Authorization Holders") to Jasper NewCo Limited ("Jasper NewCo" or the "Transferee," and together with the Transferors and Authorization Holders, the "Applicants"), a newly-formed Bailiwick of Jersey entity that is owned 50 percent by each of BT and Verizon.

As further explained in part I.B, on June 28, 2026, BT, Verizon, and Jasper NewCo entered into a joint venture agreement pursuant to which BT and Verizon will contribute their respective international enterprise businesses to holding companies created for the purpose of this transaction, then transfer full ownership of those holding companies to Jasper NewCo (the

"Proposed Transaction"). The Proposed Transaction does not involve changes to the ownership and control of Verizon's core domestic U.S. wireline or wireless businesses, or any mass market customers of Verizon or BT.

As explained in part II.B below, consummation of the Proposed Transaction will serve the public interest, convenience, and necessity by enabling each of Verizon and BT to better focus on their core domestic markets in the United States and the United Kingdom, respectively, while better serving their existing international enterprise customers and new customers through cost efficiencies and a greatly expanded geographic reach. At the same time, the Proposed Transaction will not result in any competitive or other harms, and raises no public interest concerns that would warrant an extended review or transaction-specific conditions for consent. Moreover, the Proposed Transaction involves foreign investors that have all previously been reviewed and approved by the Commission.

I. BACKGROUND

A. Relevant Parties

1. British Telecommunications Limited ("BT")

BT, formerly known as British Telecommunications plc, is a limited company organized in England and Wales and headquartered in London.[1] It is the largest telecommunications provider in the United Kingdom, serving over 30 million consumer and enterprise customers. In the United Kingdom, BT focuses on providing fixed-line, broadband, mobile, and TV services. It also operates as a multinational corporation with an expansive global footprint. BT's

[1] British Telecommunications Limited, Application by a public company for re-registration as a private limited company (June 17, 2026), https://find-and-update.company-information.service.gov.uk/company/01800000/filing-history/MzUyNzk3ODU1MWFkaXF6a2N4/document?format=pdf&download=0.

international business focuses on providing secure digital connectivity, cloud networking, and cybersecurity services to large multinational corporations and other enterprise customers.

2. Verizon Communications Inc. ("Verizon")

Verizon, a publicly traded Delaware corporation, is a holding company whose operating subsidiaries are among the world's leading providers of communications, technology, and information products and services to consumers, businesses, government and public sector entities, as well as other carriers. Verizon's wireline business provides voice, data, and video communications products and services, including broadband, Internet of Things ("IoT") connectivity solutions, advanced communication services, corporate networking solutions, and security and managed network services. Verizon's wireless division, Cellco Partnership d/b/a Verizon Wireless, provides nationwide voice and data services across one of the most extensive wireless networks in the United States. Verizon's international enterprise wireline arm focuses on serving business and enterprise customers internationally and includes enterprise connectivity services, security and managed network solutions, and advanced communications services.

3. Jasper NewCo Limited ("Jasper NewCo")

Jasper NewCo is a Bailiwick of Jersey limited company formed for the purposes of effecting the Proposed Transaction. Upon closing, Jasper NewCo will hold a 100-percent equity and voting interest in BT Holdings Limited ("BTH"), which will own and control the transferred BT international enterprise business, and a 100-percent equity and voting interest in Rover Holdings Limited ("Rover Holdings"), which will own and control the transferred Verizon international enterprise business. Each of BT and Verizon will own a 50-percent interest in Jasper NewCo.

4. BT Holdings Limited ("BTH")

BTH is an England and Wales limited company. It is a holding company wholly owned by BT. Upon closing of the Proposed Transaction, Jasper NewCo will wholly own BTH, which will hold directly and indirectly the contributed entities (and associated assets and liabilities) that comprise the BT international enterprise business.

5. Rover Holdings Limited ("Rover Holdings")

Rover Holdings is a Bailiwick of Jersey limited company formed for the purpose of effecting the Proposed Transaction and is majority-owned and controlled by Verizon. Upon closing of the Proposed Transaction, Jasper NewCo will wholly own Rover Holdings, which will hold directly and indirectly the contributed entities (and associated assets and liabilities) that comprise the Verizon international enterprise business.

6. BT Americas Holdings Inc. ("BTAH")

BTAH is a BT Authorization Holder, a Delaware corporation and an indirect, wholly owned subsidiary of BT. BTAH holds international Section 214 authority to provide global facilities-based and resale services.

7. BT Americas Inc. ("BTA")

BTA is a BT Authorization Holder, a Delaware corporation and an indirect, wholly owned subsidiary of BTAH. It offers international and domestic telecommunications services, managed network services, cloud connectivity, and cybersecurity solutions to enterprise customers. It offers international telecommunications services pursuant to BTAH's international Section 214 authorization, in reliance on 47 C.F.R. § 63.21(h), and offers domestic telecommunications services pursuant to blanket domestic Section 214 authority.

8. BT Quartz Euston, LLC ("BTQE")

BTQE is a BT Authorization Holder, a Delaware corporation and an indirect, wholly owned subsidiary of BTAH. BTQE holds international Section 214 authority to provide global facilities-based and resale services and offers domestic telecommunications services pursuant to blanket domestic Section 214 authority. It offers unified voice and electronic communications solutions for financial services, utilities, transportation, and logistics sectors.

9. Verizon Business Global LLC ("VBGL")

VBGL, a Delaware limited liability company headquartered in New York, is a wholly owned subsidiary of Verizon. It provides international and domestic connectivity services, security and managed network solutions, and advanced communications services to enterprise customers. These include, for example, private line services, IoT solutions, ethernet and high-speed data services, MPLS, and voice services, which are available in all 50 states, the District of Columbia, and Puerto Rico. VBGL holds international Section 214 authority to provide global facilities-based and resale telecommunications services and blanket domestic Section 214 authority to provide domestic telecommunications services.

Prior to closing, VBGL will partially assign on a *pro forma* basis its international and domestic Section 214 authority to Rover Holdings US LLC ("Rover US"). VBGL will retain its international Section 214 authorization. Therefore, Verizon requests that the Commission assign a new international Section 214 file number to Rover US authorizing it to provide global facilities-based and resale telecommunications services.

10. Rover Holdings US LLC ("Rover US")

Rover US is a Delaware limited liability company formed for the purpose of effecting the Proposed Transaction and is wholly owned by Verizon. As described herein, prior to closing, Verizon will cause the assets and authorizations that are being contributed to the joint venture to be moved to Rover US, including the partial assignment of VBGL's domestic and international Section 214 authority. Rover US will be transferred to Rover Holdings and become a wholly owned indirect subsidiary of Jasper NewCo as of closing. Accordingly, Rover US will be the only Verizon Authorization Holder being transferred to Jasper NewCo.

B. The Proposed Transaction

On June 28, 2026, BT, Verizon, and Jasper NewCo entered in a Transaction Agreement pursuant to which BT and Verizon will contribute their respective international enterprise units into an equal 50:50 joint venture, with an estimated $4 billion in annual revenue. Pursuant to the Transaction Agreement, BT and Verizon have caused the formation of Jasper NewCo, and will each hold 50-percent equity and voting interests in that entity, which will indirectly own and operate the combined international enterprise business.

The majority of U.S. entities and assets involved in the Proposed Transaction are being contributed by BT, as they are part of BT's international enterprise business outside of the United Kingdom. In contrast, Verizon's international enterprise business is overwhelmingly located outside of the United States. Verizon is contributing only certain limited U.S. assets that support its international enterprise business and certain enterprise customers whose primary connectivity needs are international-based but may also receive some services in the United States.

Verizon and BT have both entered into the Proposed Transaction to better focus on their respective core businesses in the United States and United Kingdom. As further discussed below, the Proposed Transaction also will create a stronger service provider (in the form of Jasper NewCo) for multi-national enterprises that neither company would be able to achieve on its own.

To effect the Proposed Transaction, prior to closing, each of BT and Verizon have undertaken, or will undertake, internal restructurings to carve out and consolidate the specific assets, entities, and liabilities to be contributed to the joint venture. BT has transferred its relevant assets, entities (including BTAH, BTA, and BTQE, having previously filed the relevant *pro forma* notifications with the Commission), and liabilities to BTH. Similarly, Verizon will transfer its relevant assets, entities (including Rover US), and liabilities to Rover Holdings. These internal restructurings will involve the *pro forma* transfer of control or assignment of U.S.-regulated entities and assets. At closing, BTH and Rover Holdings will be transferred to Jasper NewCo, BT and Verizon will make initial capital contributions and closing cash payments (to include a $625 million payment from Verizon to BT to equalize the value of their respective contributions), and shares in Jasper NewCo will be issued to BT and to Verizon European Holdings Limited. Ultimately, BT and Verizon will each hold 50-percent equity and voting interests in, and negative control over, Jasper NewCo.

Upon closing, Jasper NewCo's board will consist of seven directors—two designated by BT, two designated by Verizon, two independent directors, and the Chief Executive Officer.[2] The parties will also enter into a suite of ancillary agreements. The Jasper NewCo Shareholders Agreement will govern, among other matters, transfer restrictions, funding obligations, and other joint venture governance terms, while other agreements, including Transition Services Agreements, Network Services Agreements, and Global Services Agreements, will ensure the seamless provision of services to their global enterprise customers.

Exhibit A-1 illustrates the ownership structure of BTAH, BTA, and BTQE prior to the consummation of the Proposed Transaction. Exhibit A-2 illustrates the ownership structure of

[2] Martijn Blanken has been appointed Chief Executive Officer-designate of the new joint venture, conditional on the completion of the Proposed Transaction. Mr. Blanken has almost three decades in senior leadership positions across telecommunications, technology, and digital infrastructure, and experience spanning four continents.

Rover US prior to the consummation of the Proposed Transaction. Exhibit B illustrates the ownership structure of BTAH, BTA, BTQE, and Rover US following the consummation of the Proposed Transaction.

The Proposed Transaction is subject to regulatory approvals and clearances and other customary closing conditions, including consents by the Commission and various state public utilities commissions and clearances by the Team Telecom agencies and Committee on Foreign Investment in the United States. The parties expect to close the Proposed Transaction in 2027.

II. THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST AND WILL NOT RESULT IN ANY HARMS

A. Standard of Review

Under Section 214(a) of the Communications Act of 1934, as amended (the "Act"), the Commission must determine whether a proposed assignment or transfer of control of FCC licenses and authorizations is consistent with the public interest, convenience, and necessity.[3] In making such a determination, the Commission first assesses "whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules."[4] Second, if a proposed transaction would not violate the Act, any other applicable statute,

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3 *See, e.g., Cox Enterprises, Inc. and Charter Communications, Inc., Applications for Consent to Transfer Control*, Memorandum Opinion and Order, 41 FCC Rcd. 1552, 1556 ¶ 7 (WCB, OIA, and WTB 2026) ("*Cox-Charter Order*"); *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) ("*Level 3-CenturyLink Order*"); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) ("*AT&T-DIRECTV Order*"); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (WCB, IB, and WTB 2016) ("*Verizon-XO Order*").

4 *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *Cox-Charter Order*, ¶ 7; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc.,*

or any of the Commission's rules, the Commission then considers whether a proposed transaction "could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes."[5] Third, where a transaction raises no public interest harms or where any such harms can be ameliorated by narrowly-tailored conditions, the Commission considers the transaction's public interest benefits, with the applicants bearing the burden of proving those benefits by a preponderance of the evidence.[6] Finally, if the Commission finds that narrowly-tailored, transaction-specific conditions would ameliorate any public interest harms for a transaction that is otherwise in the public interest, it may approve the transaction as so conditioned.[7]

The Proposed Transaction satisfies all four prongs of the Commission's review standard. With regard to the first two prongs, the applications show that the Proposed Transaction does not violate any provision of the Act or any Commission rule. As demonstrated below, the latter two prongs also are met, as the Proposed Transaction will yield substantial public interest benefits and will result in no countervailing harms, thus amply demonstrating that the Proposed

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Sprint Nextel Corp., and Clearwire Corp., Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (2013) (citations omitted) ("*Softbank-Sprint-Clearwire Order*"); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink for Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4199 ¶ 7 (2011) (citation omitted) ("*Qwest-CenturyLink Order*").

5 *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *Cox-Charter Order*, 41 FCC Rcd. at 1556 ¶ 8 (citation omitted); *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

6 *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9586 ¶ 10; *Cox-Charter Order*, 41 FCC Rcd. at 1557 ¶ 9.

7 *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9586 ¶ 11; *Cox-Charter Order*, 41 FCC Rcd. at 1557 ¶ 10.

Transaction serves the public interest. Notably, the Commission "has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely."[8]

B. The Proposed Joint Venture Will Serve the Public Interest by Delivering Substantial Public Interest Benefits

Consummation of the Proposed Transaction will serve the public interest, convenience, and necessity by enabling each of Verizon and BT to focus on their core domestic markets in the United States and the United Kingdom, respectively, while better serving their existing international enterprises customers and new customers through cost efficiencies and a greatly expanded geographic reach.

International enterprise customers require secure and flexible connectivity that works seamlessly across borders and cloud environments, particularly in the age of AI. The new joint venture will focus on providing multinational customers with a cutting-edge, secure, and AI-ready platform run by a single global organization dedicated to their needs. The Proposed Transaction will leverage BT's global infrastructure, including its highly secure Global Fabric platform—a "network-as-a-service" platform designed to support multi-cloud- and AI-based workstreams for multinational companies—along with Verizon's international wireline business and deep enterprise relationships to better serve both companies' multinational enterprise customers and new customers.

BT's and Verizon's international enterprise businesses are highly complementary across regions. With respect to the United States in particular, BT is contributing the bulk of U.S. assets

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[8] *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9586 ¶ 10; *Applications of T-Mobile US, Inc., and Sprint Corporation*, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd. 10578, 10596 ¶ 41 (2019).

to Jasper NewCo while Verizon is contributing only limited U.S. assets that support its international enterprise business, along with enterprise customers whose primary connectivity needs are international-based. By combining these complementary assets, the joint venture will create a global enterprise platform that has more scope, scale, and resources than either company could achieve independently. With those resources, the Applicants expect the Proposed Transaction to speed up the rollout of secure, advanced connectivity; streamline customer service by deploying one dedicated global management team; enhance connectivity options through features such as instant provisioning, customer route selection, and interchangeable ports; and enable faster international deployments. In doing so, Jasper NewCo will be able to better compete in the international enterprise connectivity market, operate more efficiently, and more easily expand to meet the growing needs of multinational customers. The Proposed Transaction will also create competitive incentives for other providers to innovate and expand their international enterprise offerings, all to the benefit of customers and the marketplace.

Jasper NewCo is expected to serve more than 3,000 customers across more than 180 countries. The joint venture will have dedicated investment from each parent company—both of which have a long, successful history of operating at a multinational scale, and whose priorities are deeply rooted in customer-centricity and technological excellence. The joint venture will also benefit from a dedicated leadership team that is focused only on multinational customers and their needs. At the same time, the Proposed Transaction will allow Verizon and BT to focus on their core domestic businesses and customers. Indeed, Verizon's wireline and wireless businesses in the United States, particularly mass-market offerings, will benefit from Verizon's renewed focus and resources.

C. The Transaction Will Not Result in Any Countervailing Harms

The Proposed Transaction is not expected to create any new combinations that would adversely affect competition in any market for international or domestic telecommunications services. As explained above, BT's and Verizon's international enterprise businesses are largely complementary, and the U.S. assets Verizon is contributing to Jasper NewCo are limited. None of Verizon's local exchange or wireless assets are part of the Proposed Transaction, and BT does not provide local exchange or wireless services in the United States. While BT and Verizon do compete in certain respects in the provision of U.S.-international services to enterprise customers, the market for such services remains highly fragmented, and the combination of the BT and Verizon businesses would not provide Jasper NewCo with material market share. The international and domestic markets for enterprise connectivity services also are highly competitive, and include a wide range of local exchange carriers, cable companies, private providers, and international operators that offer diverse products and services.[9]

Moreover, customers will not be harmed by the Proposed Transaction. As previously discussed, no mass market customers are part of the Proposed Transaction. With respect to enterprise customers, the Proposed Transaction will not materially affect services, terms and conditions, service levels, or pricing under current contracts. The parent companies will work closely with customers, who are sophisticated enterprise organizations, to ensure a smooth transition to the joint venture. Commercial agreements between Verizon, BT, and Jasper NewCo

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[9] Upon closing, Jasper NewCo will be considered dominant on the U.S.-U.K. route based on its affiliation with BT and thus subject to the Commission's dominant carrier safeguards. The Commission has long recognized that its dominant carrier safeguards, together with other requirements, address any potential competitive concerns due to such affiliations. *See, e.g., Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd. 23,891, 23,991-99 ¶¶ 221-38 (1997).

also will be established at closing to ensure that cross-border network delivery between Verizon's and BT's respective domestic footprints and Jasper NewCo's international network remains seamless.

In short, by building a more competitive and effective global platform than either parent company could achieve alone, the joint venture will help international businesses remain connected, resilient, and secure.

III. INFORMATION REQUIRED BY 47 C.F.R. § 63.24(e)

Pursuant to 47 C.F.R. § 63.24(e), the Applicants provide the following information in support of their request for Commission consent for the Proposed Transaction.

A. Applicant Identification Information[10]

Table 1 below includes the names, addresses, telephone numbers, places of organization, and FCC Registration Numbers of the Applicants and relevant entities.

TABLE 1: Applicant Identification Information

Name, Address, and Telephone #	Place of Organization	FRN	Transaction Role
British Telecommunications Limited 1 Braham Street London E1 8EE United Kingdom +44 20 7356 5000	United Kingdom	0016353823	Transferor
Verizon Communications Inc. One Verizon Way Basking Ridge, NJ 07920 +1 908 565 3321	Delaware	0003257094	Transferor
Jasper NewCo Limited Fifth Floor, 37 Esplanade St Helier JE1 2TR Bailiwick of Jersey +1 202 730 1300	Bailiwick of Jersey	0038781951	Transferee

10 *See* 47 C.F.R. § 63.18(a), (b).

Name, Address, and Telephone #	Place of Organization	FRN	Transaction Role
BT Americas Holdings Inc. 11130 Sunrise Valley Drive Suite 325 Reston, Virginia 20191 +1 703 755 6730	Delaware	0013469887	BT Authorization Holder
BT Americas Inc. 11130 Sunrise Valley Drive Suite 325 Reston, Virginia 20191 +1 703 755 6730	Delaware	0003708906	BT Authorization Holder
BT Quartz Euston, LLC 11130 Sunrise Valley Drive Suite 325 Reston, Virginia 20191 +1 703 755 6730	Delaware	0035738236	BT Authorization Holder
Verizon Business Global LLC One Verizon Way Basking Ridge, NJ 07920 +1 908 565 3321	Delaware	0010856284	Current Verizon Authorization Holder[11]
Rover Holdings US LLC One Verizon Way Basking Ridge, NJ 07920 +1 908 565 3321	Delaware	0038800272	Verizon Authorization Holder

B. Contact Information[12]

The Commission should address correspondence regarding this application to the persons identified in Table 2 below.

[11] As explained herein, Rover US is the only Verizon Authorization Holder being transferred to Jasper NewCo. VGBL will partially assign its international and domestic Section 214 authority to Rover US prior to closing and will continue to hold its international and domestic Section 214 authority post-closing.

[12] *See* 47 C.F.R. § 63.18(c).

TABLE 2: Applicant Contact Information

<table>
<tr><th>Party</th><th>Company Contact</th><th>Counsel Contact</th></tr>
<tr><td>British Telecommunications Limited</td><td>Edward Heaton
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<tr><td>Verizon Global Business LLC</td></tr>
<tr><td>Rover Holdings US LLC</td></tr>
</table>

C. Prior International Section 214 Authority[13]

BTAH holds international Section 214 authority for global facilities-based and global resale services, ICFS File No. ITC-214-20020306-00105. BTA provides international services in reliance on BTAH's international Section 214 authorization, pursuant to 47 C.F.R. § 63.21(h). BTQE holds international Section 214 authority for global facilities-based and global resale services, ICFS File No. ITC-214-20240729-00149.

VBGL holds international Section 214 authority for global facilities-based and global resale services, ICFS File No. ITC-214-19961003-00486. Prior to closing, VBGL will partially assign on a *pro forma* basis its international Section 214 authority to Rover US. Upon closing, VBGL will retain its international Section 214 authorization. Therefore, Verizon requests that the Commission assign a new international Section 214 file number to Rover US authorizing it to provide global facilities-based and resale services.[14]

D. Certification Regarding Ownership, Place of Organization, Principal Business, and Interlocking Directorates[15]

Jasper NewCo certifies that the BT Authorization Holders will have the following 10-percent-or-greater interest holders following the consummation of the Proposed Transaction:

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13 *See id.* § 63.18(d).

14 Verizon does not itself hold any international Section 214 authorizations. However, a number of its subsidiaries hold such authorizations. Other than the partial assignment of VGBL's authorization, none of these authorizations is implicated by the Proposed Transaction.

15 *See* 47 C.F.R. § 63.18(h).

BT Americas Inc. ("BTA")
Address: 11130 Sunrise Valley Drive, Suite 325, Reston, Virginia 20191
Place of Organization: Delaware
Principal Business: telecommunications
Relationship: BTA holds a direct 100-percent equity and voting interest in BTQE.

BT United States L.L.C. ("BTUS")
Address: 11130 Sunrise Valley Drive, Suite 325, Reston, Virginia 20191
Place of Organization: Delaware
Principal Business: holding company
Relationship: BTUS holds a direct 100-percent equity and voting interest in BTA and an indirect 100-percent equity and voting interest in BTQE.

BT Fifty-Three Limited ("BT Fifty-Three")
Address: One Braham Street, London E1 8EE, United Kingdom
Place of Organization: England and Wales
Principal Business: holding company
Relationship: BT Fifty-Three holds a direct 100-percent equity and voting interest in BTUS and an indirect 100-percent equity and voting interest in each of BTA and BTQE.

BT Americas Holdings Inc. ("BTAH")
Address: 11130 Sunrise Valley Drive, Suite 325, Reston, Virginia 20191
Place of Organization: Delaware
Principal Business: telecommunications
Relationship: BTAH holds a direct 100-percent equity and voting interest in BT Fifty-Three and an indirect 100-percent voting and equity interest in each of BTA and BTQE.

BT Fifty-One
Address: 1 Braham Street, London E1 8EE, United Kingdom
Place of Organization: England and Wales
Principal Business: holding company
Relationship: BT Fifty-One holds a direct 100-percent equity and voting interest in BTAH and an indirect 100-percent equity and voting interest in each of BTA and BTQE.

BT International (Holdings) Limited ("BTIH")
Address: 1 Braham Street, London E1 8EE, United Kingdom
Place of Organization: England and Wales
Principal Business: holding company
Relationship: BTIH holds a direct 76-percent equity and voting interest in BT Fifty-One, an indirect 76-percent equity interest in each of BTAH, BTA, and BTQE, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect 100-percent voting interest in each of BTAH, BTA, and BTQE.

BT Holdings Limited ("BTH")
Address: 1 Braham Street, London E1 8EE, United Kingdom
Place of Organization: England and Wales
Principal Business: holding company
Relationship: BTH holds a direct 100-percent equity and voting interest in BTIH, a direct 24-percent equity and voting interest in BT Fifty-One, and an indirect 100-percent equity and voting interest in each of BTAH, BTA, and BTQE.

Jasper NewCo certifies that the Verizon Authorization Holder will have the following 10-percent-or-greater interest holder following the consummation of the Proposed Transaction:

Rover Holdings Limited ("Rover Holdings")
Address: Fifth Floor, 37 Esplanade, St Helier, JE1 2TR, Jersey
Place of Organization: Bailiwick of Jersey
Principal Business: holding company
Relationship: Rover Holdings will hold a direct 100-percent equity and voting interest in Rover US.

Jasper NewCo certifies that BTH and Rover Holdings will have the following 10-percent-or-greater interest holders following the consummation of the Proposed Transaction:

Jasper NewCo Limited ("Jasper NewCo")
Address: Fifth Floor, 37 Esplanade, St Helier JE1 2TR, Jersey
Place of Organization: Bailiwick of Jersey
Principal Business: holding company
Relationship: Jasper NewCo will hold a direct 100-percent equity and voting interest in BTH and Rover Holdings and an indirect 100-percent equity and voting interest in each of BTAH, BTA, BTQE, and Rover US.

British Telecommunications Limited ("BT")
Address: 1 Braham Street, London E1 8EE, United Kingdom
Place of Organization: England and Wales
Principal Business: communications
Relationship: BT will hold a direct 50-percent equity and voting interest in Jasper NewCo, an indirect 50-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect 100-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

BT Group Investments Limited ("BTGI")
Address: 1 Braham Street, London E1 8EE, United Kingdom
Place of Organization: England and Wales
Principal Business: holding company
Relationship: BTGI holds a direct 100-percent equity and voting interest in BT. Post consummation, it will hold an indirect 50-percent equity interest in each of BTAH, BTA, BTQE, and Rover US and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect 100-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

BT Group plc ("BT Group")
Address: 1 Braham Street, London E1 8EE, United Kingdom
Place of Organization: England and Wales
Principal Business: holding company
Relationship: BT Group holds a 100-percent equity and voting interest in BTGI. Post consummation, it will hold an indirect 50-percent equity interest in each of BTAH, BTA, BTQE, and Rover US and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect 100-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

Bharti Televentures UK Limited ("Bharti Televentures")
Address: 53-54 Grosvenor Street, 2nd Floor, London W1K 3HU, United Kingdom
Place of Organization: England and Wales
Principal Business: holding company
Relationship: Bharti Televentures holds a direct, approximate 24.95-percent equity and voting interest in BT Group. Post consummation, it will hold an indirect, approximate 12.48-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect, approximate 24.95-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

Bharti Global Limited ("Bharti Global")
Address: 1-3-5 Castle Street, St Helier JE2 3BT, Jersey
Place of Organization: Bailiwick of Jersey
Principal Business: holding company
Relationship: Bharti Global holds a direct 100-percent equity and voting interest in Bharti Televentures. Post consummation, it will hold an indirect, approximate 12.48-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect, approximate 24.95-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

Bharti Overseas Private Limited ("Bharti Overseas")
Address: Airtel Center, Plot No. 16, Udyog Vihar, Phase- IV, Gurugram, Palam Road, Gurgaon 122015, Haryana, India
Place of Organization: India
Principal Business: telecommunications, manufacturing, financial services
Relationship: Bharti Overseas holds a direct 100-percent equity and voting interest in Bharti Global. Post consummation, it will hold an indirect, approximate 12.48-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect, approximate 24.95-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

T-Mobile Holdings Limited ("DT Holdings")
Address: The Avebury, 201-249 Avebury Boulevard, Milton Keynes MK9 1AU, United Kingdom
Place of Organization: England and Wales
Principal Business: holding company
Relationship: DT Holdings holds a direct 12.06-percent equity and voting interest in BT Group. Post-consummation, it will hold an indirect, 6.03-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect, 12.06-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

CTA Holding GmbH ("CTAH")
Address: Voithstrasse 1, 71640 Ludwigsburg, Germany
Place of Organization: Germany
Principal Business: trust
Relationship: CTAH holds a direct 100-percent equity and voting interest in DT Holdings. Post-consummation, it will hold an indirect, 6.03-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect, 12.06-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

Deutsche Telekom AG ("Deutsche Telekom")[16]
Address: Friedrich-Ebert-Allee 140, 53113 Bonn, Germany
Place of Organization: Germany
Principal Business: holding company
Relationship: Deutsche Telekom holds a direct 100-percent equity and voting interest in CTAH and the sole power to direct the voting and disposition of DT Holdings' shares in BT Group. Post-consummation, it will hold an indirect, approximate 6.03-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) will hold an indirect, approximate 12.06-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

[16] BTQE had previously disclosed that Deutsche Telekom held its interest indirectly, through Deutsche Telekom Trust e.V. ("DT Trust"). *See* BTQE Notification of Partial *Pro Forma* Assignment, ICFS File No. ITC-ASG-20240729-00124, Attachment 1 at 5 (filed July 29, 2024). In fact, DT Trust holds a fiduciary interest in the CTAH shares for the purpose of

Verizon European Holdings Limited ("VEHL")
Address: Reading International Business Park, Basingstoke Road, Reading, Berkshire RG2 6DA, United Kingdom
Place of Organization: United Kingdom
Principal Business: holding company
Relationship: VEHL will hold a direct 50-percent equity and voting interest in Jasper NewCo, an indirect 50-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect 100-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

Verizon Business International Holdings B.V. ("VBIH")
Address: H.J.E. Wenckebachweg 123, Amsterdam 1096 AM, Netherlands
Place of Organization: Netherlands
Principal Business: holding company
Relationship: VBIH holds a direct 100-percent equity and voting interest in VEHL. Post-consummation, it will hold an indirect 50-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect 100-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

Verizon UK Financing Limited ("VUKF")
Address: Reading International Business Park, Basingstoke Road, Reading, Berkshire RG2 6DA, United Kingdom
Place of Organization: United Kingdom
Principal Business: holding company
Relationship: VUKH holds a direct 99.8-percent equity and voting interest in VBIH. Post-consummation, it will hold an indirect 49.9-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect 100-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

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insolvency protection of the pension claims of certain pension beneficiaries, while Deutsche Telekom holds a direct 100-percent equity and voting interest in CTAH. *See* BT Group plc, Schedule 13D (filed Mar. 28, 2018), https://www.sec.gov/Archives/edgar/data/946770/000119312518097853/d555271dsc13da.htm. The Applicants therefore believe that DT Trust's interest is better characterized as less that a 10-percent-or-greater direct or indirect equity or voting interest in any of BTAH, BTA, BTQE, or Rover US post-closing, and it is therefore omitted as a disclosable interest holder here.

Verizon International Inc. (“VII”)
Address: 899 Heathrow Park Lane, Lake Mary, Florida 32746
Place of Organization: Delaware
Principal Business: holding company
Relationship: VII holds a direct 100-percent equity and voting interest in VUKF. Post-consummation, it will hold an indirect 49.9-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect 100-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

Verizon Communications Inc. (“Verizon”)
Address: One Verizon Way, Basking Ridge, New Jersey 07920
Place of Organization: Delaware
Principal Business: holding company
Relationship: Verizon holds a direct 100-percent equity and voting interest in VII. Post-consummation, it will hold an indirect 49.9-percent equity interest in each of BTAH, BTA, BTQE, and Rover US, and (per 47 C.F.R. § 63.18(h)(1)(ii)) an indirect 100-percent voting interest in each of BTAH, BTA, BTQE, and Rover US.

BT Group and Verizon are both publicly-traded and widely held companies, and active trading markets make their share ownership fluid. As of the most recent measurable dates, May 20, 2026 for BT Group and July 21, 2026 for Verizon, no other shareholder holds an interest sufficient to give it a 10-percent-or-greater direct or indirect equity or voting interest in any of the Authorization Holders upon consummation of the Proposed Transaction. Accordingly, other than the entities noted above, no entity will hold a 10-percent-or-greater direct or indirect equity or voting interest in any of the Authorization Holders following consummation of the Proposed Transaction.

Jasper NewCo certifies that it has no interlocking directorates with foreign telecommunications carriers.

E. Certification Regarding Foreign Carrier Status and Foreign Affiliations[17]

By its signature below, Jasper NewCo certifies that upon consummation of the Proposed Transaction, it will not be a foreign carrier and that it will, as a consequence of the Proposed Transaction, be affiliated with the foreign carriers listed in Tables 3 through 5 below.

TABLE 3:
FOREIGN CARRIERS AFFILIATED WITH JASPER NEWCO POST-CONSUMMATION THROUGH INDIRECT OWNERSHIP BY JASPER NEWCO

Country of Operation	Foreign Carrier Affiliate	Dominant?
Argentina	BT Argentina S.R.L.	N
	Verizon Argentina S.R.L.	N
Australia	BT Australasia Pty Limited	N
	Verizon Australia Pty Limited	N
Austria	BT Austria GmbH	N
	Verizon Austria GmbH	N
Bahrain	BT Solutions Limited (Bahrain Branch)	N
Belgium	BT Global Services Belgium BV	N
	NV Verizon Belgium Luxembourg S.A.	N
Bolivia	BT Solutions Limited Sucursal Bolivia	N
Brazil	BT Communications do Brasil Limitada	N
	Verizon Telecomunicações do Brasil Ltda	N
Bulgaria	BT Bulgaria EOOD	N
	Verizon Bulgaria EOOD	N
Canada	BT Canada Inc.	N
	Verizon Canada Ltd.	N
Chile	Servicios de Telecomunicaciones BT Global Networks Chile Limitada	N
	Verizon Chile S.A.	N
China (Mainland)	BT China Communications Ltd	N
Colombia	BT Colombia Limitada	N
	Verizon Colombia S.A.	N
Costa Rica	BT Global Costa Rica SRL	N
	Verizon Costa Rica S.R.L.	N
Cyprus	BT Global Europe B.V.	N
Czech Republic	BT Global Europe B.V., odštěpný závod	N
	Verizon Czech s.r.o.	N
Denmark	BT Denmark ApS	N
	Verizon Denmark A/S	N

[17] *See id.* § 63.18(i).

Country of Operation	Foreign Carrier Affiliate	Dominant?
Egypt	BT Telecom Egypt LLC	N
El Salvador	BT El Salvador, Limitada de Capital Variable	N
Estonia	BT Global Europe B.V.	N
Finland	BT Nordics Finland Oy	N
	Verizon Finland Oy	N
France	BT France S.A.S.	N
	Verizon France SAS	N
Germany	BT (Germany) GmbH & Co. oHG	N
	Verizon Deutschland GmbH	N
Greece	BT Global Europe B.V.	N
	Verizon Hellas Telecommunications Single Member LLC	N
Guatemala	BT Guatemala S.A.	N
	Verizon Communications Guatemala Limitada	N
Honduras	BT Sociedad Mercantil BT S, DE R.L.	N
Hong Kong, China	BT Hong Kong Limited	N
	Verizon Hong Kong Limited	N
Hungary	BT Global Europe B.V. – Hungarian Branch	N
	Verizon Hungary Telecommunications LLC	N
India	BT Global Communications India Private Limited	N
	Verizon Communications India Private Limited	N
Indonesia	PT BT Communications Indonesia	N
Ireland	BT Business Telecoms Ireland Limited	N
	Verizon Ireland Limited	N
Israel	B. T. Communication Israel Ltd	N
Italy	BT Italia S.p.A.	N
	Verizon Italia S.p.A.	N
Japan	BT Japan Corporation	N
	Verizon Japan Ltd	N
Kenya	BT Communications Kenya Limited	N
Latvia	BT Latvia Limited, Sabiedriba ar ierobezotu atbildibu	N
Luxembourg	BT Global Services Luxembourg S.à r.l.	N
	NV Verizon Belgium Luxembourg S.A.	N
Malaysia	BT Systems (Malaysia) Sdn Bhd	N
Mexico	BT LatAm México, S.A. de C.V.	N
	Verizon Servicios Empresariales Mexico, S de R.L. de C.V.	N
Morocco	BT Solutions Limited – Morocco Branch	N
Mozambique	BT Mozambique, Limitada	N
Netherlands	BT Nederland N.V.	N
	Verizon Nederland BV	N
New Zealand	BT Australasia Pty Limited	N
	Verizon New Zealand Limited	N

Country of Operation	Foreign Carrier Affiliate	Dominant?
Nicaragua	BT Nicaragua S.A.	N
Nigeria	BT (Nigeria) Ltd	N
Norway	BT Solutions Norway AS	N
	Verizon Norway AS	N
Pakistan	BT Pakistan (Private) Limited	N
Panama	BT de Panama, S.R.L.	N
	Verizon Panama S.A.	N
Peru	BT Peru S.R.L.	N
	Verizon Peru S.R.L.	N
Poland	BT Poland sp. z.o.o.	N
	Verizon Polska Sp. Z.o.o.	N
Portugal	BT Portugal – Telecomunicaciones, Unipessoal, Lda.	N
	Verizon Portugal Sociedade Unipessoal, Lda	N
Romania	BT Global Europe B.V.	N
	Verizon Romania SRL	N
Singapore	BT Singapore Pte. Ltd.	N
	Verizon Communications Singapore Pte. Ltd.	N
Slovakia	BT Slovakia s.r.o.	N
	Verizon Communications Slovakia s.r.o	N
Slovenia	BT Globalne storitve, d.o.o.	N
South Africa	BT Communications Services South Africa (Pty) Ltd	N
	Verizon Communications South Africa (Pty) Limited	N
South Korea	BT Global Services Korea Limited	N
	Verizon Korea Limited	N
Spain	BT Global ICT Business Spain SLU	N
	Verizon Spain S.L.	N
Sweden	BT Nordic Sweden AB	N
	Verizon Sweden Aktiebolag	N
Switzerland	BT Switzerland AG	N
	Verizon Switzerland AG	N
Taiwan	BT Limited Taiwan Branch	N
	Verizon Taiwan Co. Limited	N
Thailand	BT Siam Limited	N
Turkey	BT Telekom Hizmetleri A.Ş.	N
United Kingdom	Verizon UK Limited	N
Uruguay	BT Solutions Limited Sucursal Uruguay	N
Venezuela	Verizon Venezuela, S.A.	N

TABLE 4:
FOREIGN CARRIERS AFFILIATED WITH JASPER NEWCO POST-CONSUMMATION THROUGH BT

Country	Entity	Dominant?
Bermuda	Communications Global Network Services Limited	N
Bailiwick of Jersey	BT Jersey Limited	N
United Kingdom	BPSLP Limited	N
United Kingdom	British Telecommunications Limited	Y
United Kingdom	BT IoT Networks Limited	N
United Kingdom	BT Limited	N
United Kingdom	BT Solutions Limited	N
United Kingdom	EE Limited	N
United Kingdom	Mainline Digital Communications Limited	N
United Kingdom	Numberrapid Limited	N
United Kingdom	Plusnet plc	N

TABLE 5:
FOREIGN CARRIERS AFFILIATED WITH JASPER NEWCO POST-CONSUMMATION THROUGH VERIZON

Country	Entity	Dominant?
Russia	Verizon Rus, LLC[18]	N

F. Certification Regarding Destination Countries[19]

By its signature below, Jasper NewCo certifies that upon consummation of the Proposed Transaction: (1) it will not be a foreign carrier in any foreign country; (2) it will control the foreign carriers identified in Table 3 above; (3) Verizon, which will have negative control over Jasper NewCo, controls the foreign carrier identified in Table 5 above; (4) BT, which will have negative control over Jasper NewCo, controls the foreign carriers identified in Table 4 above; and (5) no grouping of two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Jasper NewCo and are parties to, or the beneficiaries

18 While Verizon RUS, LLC holds a telecommunications license in Russia, it has discontinued services and is not operational.

19 *See* 47 C.F.R. § 63.18(j).

of, a contractual relation (*e.g.*, a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

G. Certifications Regarding WTO Status[20]

No response is required, as Jasper NewCo did not identify any non-WTO markets in response to 47 C.F.R. § 63.18(j).

H. Non-Dominant Status[21]

Except for BT in the United Kingdom as identified in Table 4 above, the foreign carrier affiliates identified in Tables 3 through 5 above satisfy the requirements of 47 C.F.R. § 63.10(a)(3).[22] Such foreign-carrier affiliates (other than BT in the United Kingdom) each hold significantly less than a 50-percent market share in the international transport and local access markets in their respective countries. Moreover, none of these foreign-carrier affiliates (other than BT in the United Kingdom) has any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in its respective international market or appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.[23] Accordingly, these foreign-carrier affiliates (other BT in the United Kingdom) are each presumed to lack sufficient market power on the international end of the route to affect competition adversely in the U.S. market. The Applicants agree that the Authorization Holders should be regulated as dominant on the U.S.-U.K. route but reserve the right to petition for reclassification in the future.

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[20] *See id.* § 63.18(k).

[21] *See id.* § 63.18(m).

[22] *See id.* § 63.10(a)(3).

[23] *See International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd. 945 (Int'l Bur. 2007).

I. Special Concessions[24]

By its signature below, Jasper NewCo certifies that it has not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.

J. Certification Regarding the Anti-Drug Abuse Act of 1988[25]

By its signature below, Jasper NewCo certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

K. Responses to Standard Questions of Executive Branch Agencies[26]

Jasper NewCo certifies that it is filing responses to the Commission's standard questions with the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector ("Team Telecom") concurrently with the filing of this Application.

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24 *See* 47 C.F.R. § 63.18(n).

25 *See id.* § 63.18(o). 47 C.F.R. § 63.18(o) does not reflect the renumbering and recodification of this statutory provision as Section 421 of the Controlled Substances Act, 21 U.S.C. § 862(a).

26 *See* 47 C.F.R. §§ 1.40003(a), 63.18(p); FCC, Requirements for Applications and Petitions Subject to Executive Branch Review (last updated Oct. 1, 2024), https://www.fcc.gov/international-affairs/requirements-applications-and-petitions-subject-executive-branch-review.

L. Law Enforcement Certifications[27]

Jasper NewCo certifies that it will:

- Ensure that the Authorization Holders will continue to comply with all applicable Communications Assistance for Law Enforcement Act requirements and related rules and regulations;[28]
- Ensure that the Authorization Holders will make available communications to, from, or within the United States, as well as records thereof, in a form and location that permits them to be subject to a valid and lawful request or legal process in accordance with U.S. law, including but not limited to the authorities set forth in 47 C.F.R. § 63.18(q)(1)(ii);[29]
- Ensure that the Authorization Holders maintain the following point of contact who is located in the United States and is a U.S. citizen or lawful U.S. permanent resident, for the execution of lawful requests and as an agent for legal service of process:[30]

  Mr. Jamie Newell
  BT Americas Inc.
  511 East John Carpenter Freeway
  Suite 421
  Las Colinas, Texas 75062
  +1 214 701 5234 tel
  +1 703 956 9728 fax
  jamie.newell@bt.com

- Ensure the continuing accuracy and completeness of all information submitted, whether at the time of submission of the Application or subsequently in response to either the Commission or Team Telecom request, as required by 47 C.F.R. § 1.65(a), and inform the

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27 47 C.F.R. § 63.18(q).

28 *Id.* § 63.18(q)(1)(i).

29 *Id.* § 63.18(q)(1)(ii).

30 *Id.* § 63.18(q)(1)(iii).

Commission and Team Telecom of any substantial and significant changes while the Application is pending;[31]

- After the Application is no longer pending for purposes of 47 C.F.R. § 1.65, notify the Commission and Team Telecom of any changes in the authorization holder or licensee information and/or contact information promptly, and in any event within thirty (30) days; [32] and
- Acknowledges that if any of the Authorization Holders fail to fulfill any of the conditions and obligations set forth in the certifications set out in 47 C.F.R. § 63.18(q), or in the grant of an application or authorization, and/or that if the information provided to the U.S. Government is materially false, fictitious, or fraudulent, that it and/or a Licensee may be subject to all remedies available to the U.S. Government, including but not limited to revocation and/or termination of the Commission's authorization or license, and criminal and civil penalties, including penalties under 18 U.S.C. § 1001.[33]

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31 *Id.* § 63.18(q)(1)(iv)(A).

32 *Id.* § 63.18(q)(1)(iv)(B).

33 *Id.* § 63.18(q)(1)(v).

M. Streamlining[34]

Although the Applicants satisfy most of the Commission's streamlining criteria, they do not request streamlined processing of this Application due to the expected referral of the Application to Team Telecom.

IV. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES REGARDING TRANSFER OF DOMESTIC 214 AUTHORITY

In support of the Applicants' request for consent to transfer control of the domestic 214 authority of the Authorization Holders to Jasper NewCo, the Applicants submit the following information pursuant to Section 63.04(b) of the Commission's rules.

A. Description of the Proposed Transaction[35]

A description of the Proposed Transaction is provided in part I.B above.

B. Description of Services and Service Areas for the Transferor and Transferee[36]

Verizon is a holding company and does not itself provide any domestic telecommunications services. With respect to domestic telecommunications services, through its operating subsidiaries Verizon provides local exchange and/or interexchange services in all 50 states and the District of Columbia. Verizon also operates as a nationwide provider of commercial mobile wireless and fixed wireless broadband services.

VBGL, as part of Verizon's international enterprise wireline business, provides international and domestic connectivity services, security and managed network solutions, and advanced communications services to enterprise customers. These include, for example, private

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[34] *Id.* § 63.18(r).

[35] *Id.* § 63.04(a)(6).

[36] *Id.* § 63.04(a)(7).

line services, IoT solutions, ethernet and high-speed data services, MPLS, and voice services, which are available in all 50 states, the District of Columbia, and Puerto Rico.[37]

BTAH, as part of BT's international enterprise wireless business, provides international and domestic interstate connectivity services, cloud services, and security and managed network solutions to enterprise customers. These services include, for example, private line, ethernet and high-speed data, network-as-a-service, connectivity, digital voice and VoIP, IP VPN, SD-WAN, and cloud connectivity in all 50 states and the District of Columbia. BTQE offers unified voice and electronic communications solutions for financial services, utilities, transportation, and logistics sectors in all 50 states and the District of Columbia.

As explained above, BT's and Verizon's international enterprise businesses are largely complementary. The majority of U.S. entities and assets involved in the Proposed Transaction are being contributed by BT. Verizon is only contributing certain limited U.S. assets that support its international enterprise business and certain enterprise customers whose primary connectivity needs are international-based but may also receive some services in the United States. Verizon's domestic local exchange and wireless businesses are not part of the Proposed Transaction, and BT does not provide local exchange or wireless services in the United States.

Other than what is disclosed in the Application, neither BT, Verizon, nor any of their subsidiaries or affiliates hold a 10 percent or greater direct or indirect equity or voting interest in any other providers of domestic telecommunications services.

[37] As discussed in part I.A.9 above, prior to closing, VBGL will transfer the assets associated with Verizon's international enterprise wireless business to Rover US, a wholly owned subsidiary of Rover Holdings. Rover Holdings will then be transferred to Jasper NewCo.

C. Streamlining[38]

For the reasons noted in part III.M above, the Applicants do not seek streamlined processing of this Application.

D. Other Applications Before the Commission Related to the Proposed Acquisition of Control[39]

In addition to this Application, the Applicants and their affiliates will submit in parallel to this Application an FCC Form 312 application to transfer control of one non-common-carrier transmit-receive earth station authorization in connection with the Proposed Transaction.

E. Special Consideration[40]

The Applicants do not request any special treatment of the Application.

F. Waivers[41]

The Applicants have not requested any waivers in this Application or any other application filed in connection with the Proposed Transaction.

G. Public Interest Statement[42]

For Applicants' public interest statement, please refer to part I.C above.

H. Other Matters

Pursuant to the Public Notice released by the Wireline Competition Bureau on April 19, 2022,[43] the Proposed Transaction does not involve the transfer of any Universal Service Fund

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[38] 47 C.F.R. § 63.04(a)(8).

[39] *Id.* § 63.04(a)(9).

[40] *Id.* § 63.04(a)(10).

[41] *Id.* § 63.04(a)(11).

[42] *Id.* § 63.04(a)(12).

[43] *Wireline Competition Bureau Lists Best Practices for Addressing Universal Service Fund Information in Section 214 Transfer of Control Applications*, Public Notice, 37 FCC Rcd. 5190 (WCB 2022).

high-cost support, and none of the entities being contributed to Jasper NewCo are eligible telecommunications carriers or participate in the Lifeline Program.

CONCLUSION

For the reasons stated above, the Applicants request that the Commission grant unconditional and timely consent for the transfer of control of the Authorization Holders to Jasper NewCo.

Respectfully submitted,

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September 8, 2026

EXHIBIT LIST

A. **Pre-Consummation Ownership**

B. **Post-Consummation Ownership**

EXHIBIT A-1: PRE-CONSUMMATION OWNERSHIP OF BTAH, BTA, AND BTQE

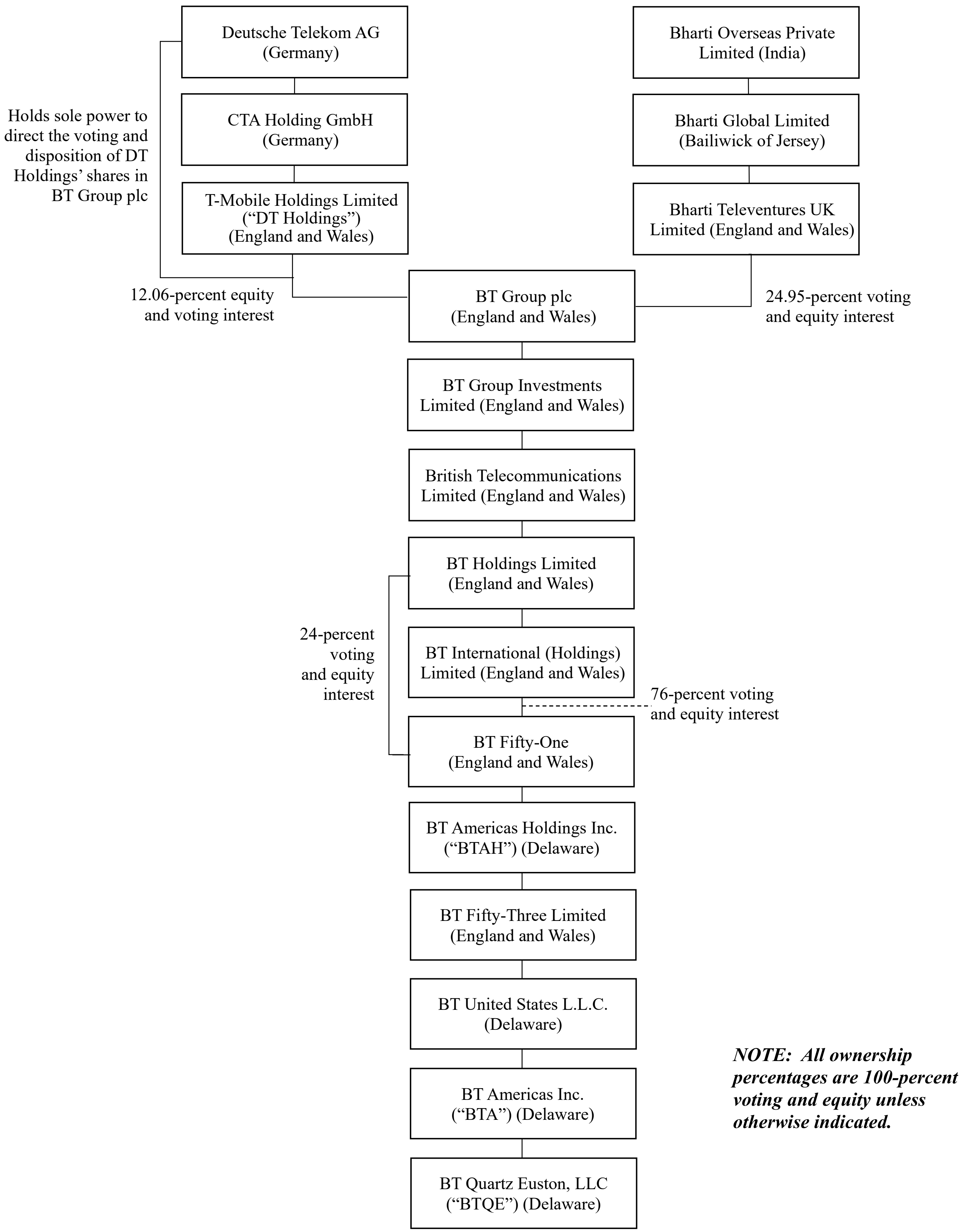
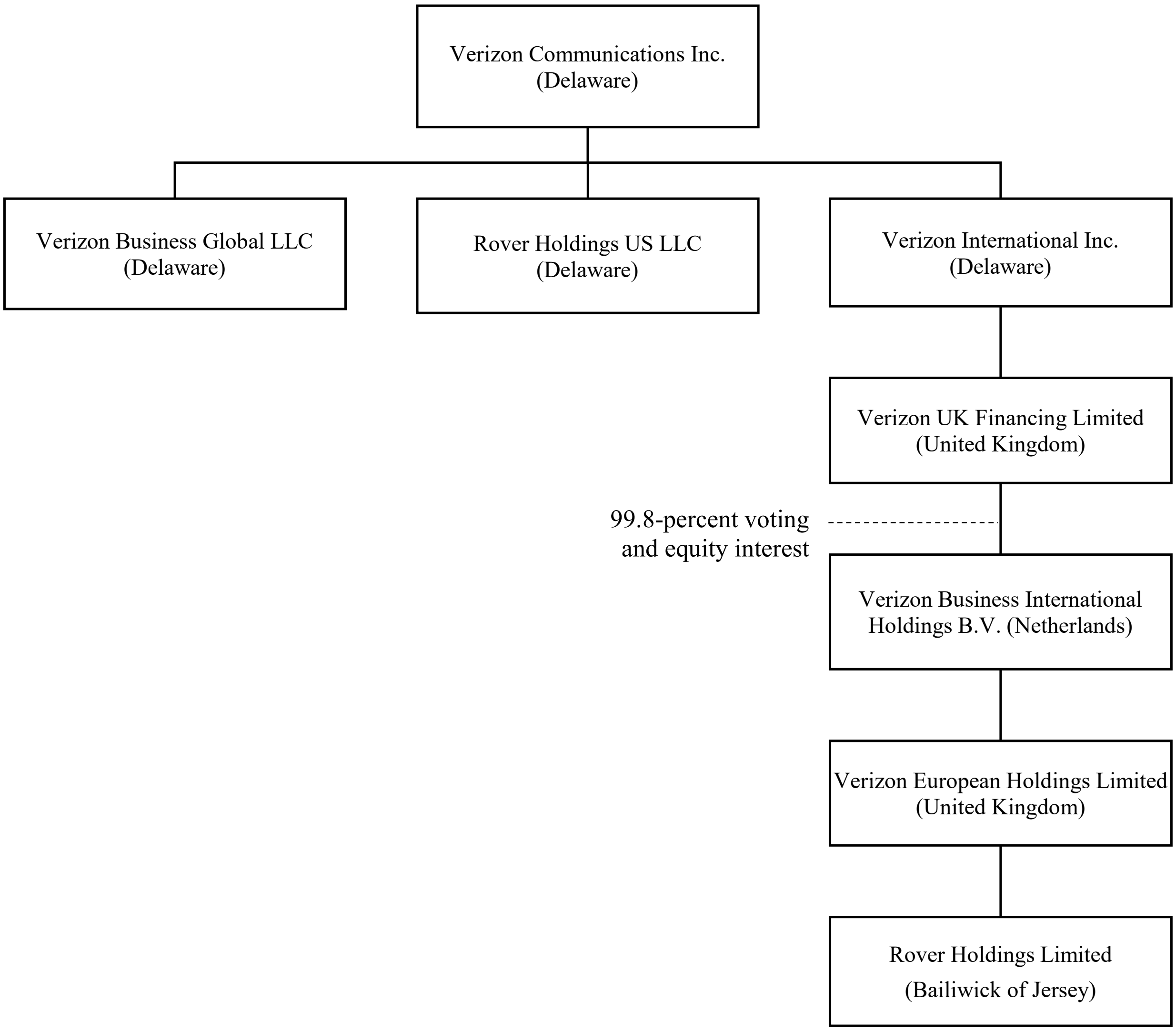
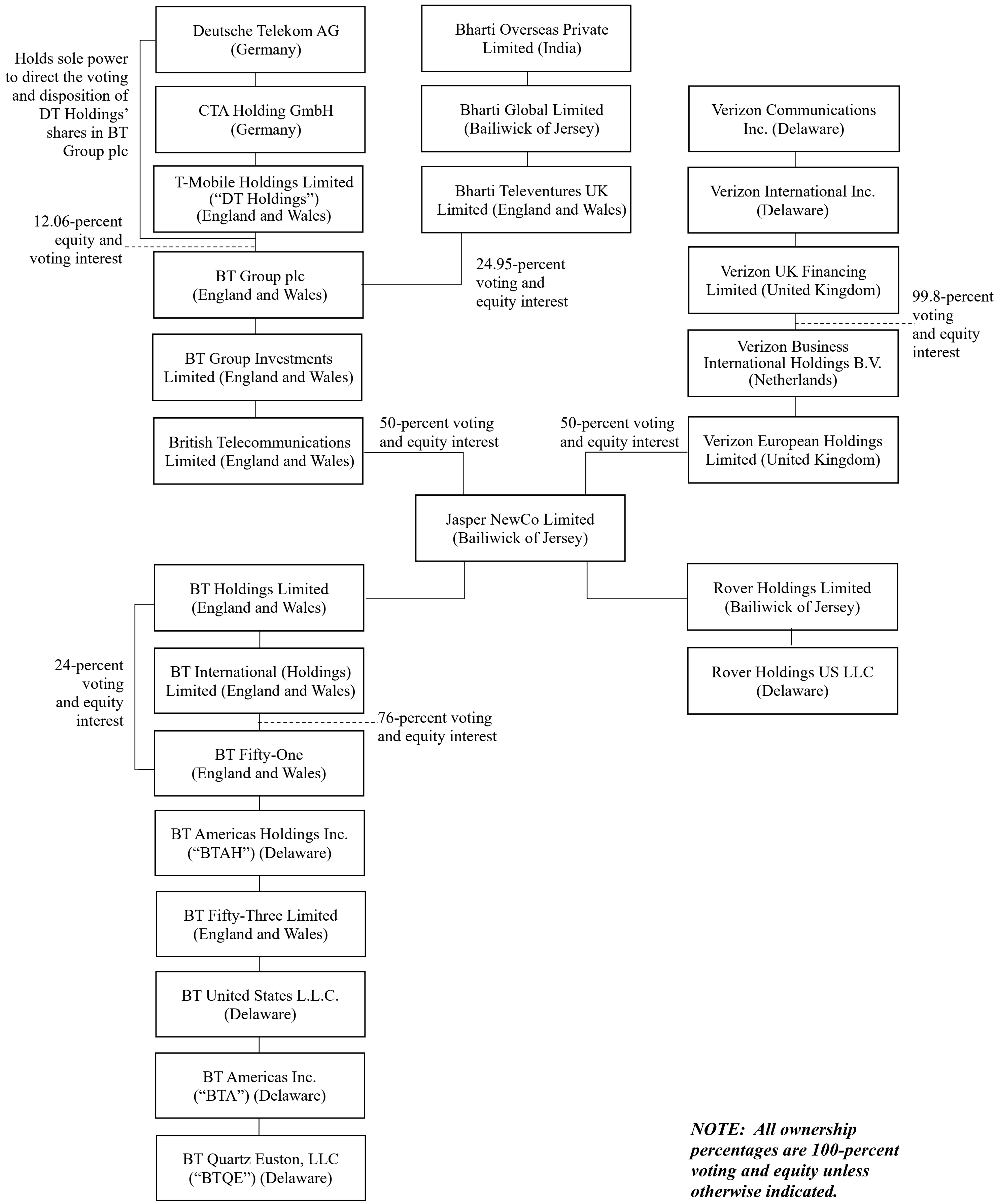


EXHIBIT A-2: PRE-CONSUMMATION OWNERSHIP OF ROVER HOLDINGS US LLC



NOTE: All ownership percentages are 100-percent voting and equity unless otherwise indicated.

EXHIBIT B: POST-CONSUMMATION OWNERSHIP



NOTE: All ownership percentages are 100-percent voting and equity unless otherwise indicated.