

AMENDED AND RESTATED REQUEST  
August 18, 2014

**VIA HAND DELIVERY AND IBFS**

Ms. Marlene H. Dortch  
Office of the Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

**RE: Expereo Holding B.V. and CETP III Expereo S.à.r.l. Request for  
Special Temporary Authority**

Dear Ms. Dortch:

Expereo Holding B.V. ("Expereo Holding" or "Transferor") and CETP III Expereo S.à.r.l. ("CETP III" or "Transferee") (registered with the Registre de commerce et des sociétés with number B.184620) (collectively the "Applicants"), through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission's Rules, 47 C.F.R. § 63.24, respectfully request Special Temporary Authority ("STA") for the transfer of control of the domestic and international Section 214 authorization of Expereo USA, Inc. ("Expereo USA"), a non-dominant international service provider. Applicants respectfully request that the Commission grant this STA request as soon as possible to permit continued operations by Expereo USA.

CETP III, through its subsidiary, Expereo Acquisition Holdings B.V. ("Expereo Acquisition"), entered into an agreement (the "Agreement") to acquire all of the stock of Expereo Holding and thereby acquire indirect control of Expereo USA (the "Proposed Transaction"). The Proposed Transaction will be brought about by the transfer of all of the shares of Expereo Holding to Expereo Acquisition. Following closing, CETP III will hold a majority, 66.9%, of the equity and voting rights in Expereo Acquisition, with the remaining 33.1% being held by current owners of Expereo Holding through Brumbear B.V., a limited liability company organized under the laws of The Netherlands.

Because of the integrated financing and other arrangements the parties entered into in anticipation of this transaction and for other business reasons, it is critical that the parties close on or about September 2, 2014. Unfortunately, the Applicants did not seek Commission approval of the transaction in sufficient time to complete a streamlined review prior to September 2, 2014. The oversight was inadvertent and unintentional. Given the relative size of Expereo USA's operations in relation to the transaction as a whole, the parties' focus was on business and regulatory concerns outside the U.S. As soon as this issue came to the Applicants' attention, Applicants took steps to file an application for approval of the transfer of control and request this authority. The Applicants

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regret this oversight

Grant of the requested STA will serve the public interest. A grant will permit the continued, uninterrupted service to customers while the Commission reviews the underlying applications. It will also promote competition in the communications services marketplace. Applicants note that they are not aware of specific harms to customers or to the market that may occur as a result of Applicants' oversight. Rather, the transaction will have a positive impact on Expereo USA's operations and its ability to provide cutting edge, competitive, cost-effective services to customers. Applicants respectfully request the Commission to consider that, as soon as possible after this matter was brought to Applicants' attention, the Applicants have acted in good faith in filing an application for approval of the transaction prior to closing and to rectify the failure to file sufficiently in advance under the Commission's streamlined approval timelines.

The Applicants request sixty (60) days temporary authority while the regular Section 214 Applications are pending. The Applicants acknowledge that the grant of this STA will not prejudice any action the Commission may take on the Applications, and that once granted, the STA may be revoked on the Commission's own notice, without a hearing.

This filing and the applicable credit card payment in the amount of \$1,130.00 which satisfies the filing fee required under the Commission's rules, are being submitted electronically through the MyiBFS. Please data stamp the extra copy of this filing and return it in the envelope provided. Please contact the undersigned at (703) 714-1319 if you have any questions or require additional information.

Respectfully submitted,



Michael P. Donahue

*Counsel for Applicants*

Enclosures