

September 4, 2014

VIA ECFS 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; File No. ITC-STA-20140812-00246;
WC Docket No. 14-134**

Dear Ms. Dortch:

At the request of the International Bureau and the Wireline Competition Bureau, Expereo Holding B.V. ("Expereo Holding" or "Transferor") and CETP III Expereo S.à.r.l. ("CETP III" or "Transferee") (collectively the "Applicants"), hereby provide additional information to support their August 18, 2014 Amended and Restated request for Special Temporary Authority ("STA") for the transfer of control of the domestic and international Section 214 authorization of Expereo USA, Inc. ("Expereo USA"). Specifically, the Applicants respectfully request 180 day temporary authority to allow for coordination with Team Telecom regarding review of the Applicants' Joint Application (File No. ITC-T/C-20140812-00240; WC Docket No. 14-134).

Applicants negotiated a Sale and Purchase Agreement ("Agreement") that includes integrated financing and other third-party arrangements designed around an anticipated closing date of September 2, 2014. In anticipation of the negotiated closing date, CETP III has obtained funds from its investors and commitments from its financing banks that are either unused (in the case of funds called from investors) or may lapse (in the case of commitments from banks). If the Applicants are unable to obtain timely approval of the transaction, restructuring the transaction and renegotiating or amending the Agreement will inject uncertainty and delay, which, ultimately, may endanger the transaction. Given the size of Expereo USA's operations in relation to the transaction as a whole, even if the transaction proceeds, it is likely that any uncertainty or delay in obtaining approval could result in the carve out or potential exclusion of Expereo USA from the proposed acquisition. Any such action could call into question Expereo USA's long-term operation.

In addition, this is a multi-jurisdictional transaction that requires competition clearance in a number of European jurisdictions. The Applicants have obtained all of these clearances and all other regulatory approvals or consents except approval of the Joint Application. However, if the Applicants are unable to proceed as contemplated, these authorizations may lapse, creating further uncertainty and potential delay in completion of the transaction.

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Expereo USA provides wholesale broadband Internet, Ethernet, Virtual Private Networks (management) services, equipment installation and on-site professional services to international carriers, cloud providers and integrators in the United States. Expereo has 26 wholesale customers in the United States, providing service to approximately 110 enterprise customers at approximately 705 locations. Expereo's customers, in turn, provide broadband Internet access, data transport and other telecommunications services to U.S. offices of large multinational enterprises in a variety of industries including technology, energy, chemicals, pharmaceuticals, education, transportation and financial services.

One anticipated benefit of the proposed transaction is an increase in investment in Expereo USA's operations and expansion in the U.S. market. If consummation of the transaction is delayed or endangered due to uncertainty regarding approval, this anticipated benefit may not be recognized. In particular, if Expereo USA is excluded from the transaction, the need to obtain an alternative source for additional funding, even on a temporary basis, may impact the company's ability to expand its offerings or maintain the same level of service.

Finally, Expereo USA's contracts anticipate Expereo USA maintaining authorization to provide services in the United States. The services Expereo USA provides are often part of a larger, coordinated transaction among Expereo USA, its affiliates, and its customers to integrate the customer's global offices. Any uncertainty as to the continued effectiveness or validity of Expereo USA's authorizations may impact its and its affiliates' ability to satisfy their obligations to customers.

As noted, grant of the requested STA will serve the public interest and will permit Expereo USA to continue to provide authorized service to its customers while the Commission and the Executive Branch review the underlying applications. The proposed transaction will have a positive impact on Expereo USA and its ability to provide cutting edge, competitive, cost-effective services to its customers.

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

cc: David Krech (via email)
George Li (via email)
Jodie May (via email)