

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

In the Matter of the Joint Application of)
)
ITC Global, Inc.)
Transferor,)
)
ITC Global USA, LLC,)
Licensee,)
)
and) File No. ITC-T/C-2011 _____
)
Riverside Fund IV, L.P.,)
Transferee)
)
For Authority Pursuant to Section)
214 of the Communications Act of 1934,)
as Amended, for the Transfer of Control of)
An Authorized U.S. International)
Communications Common Carrier)

APPLICATION

ITC Global, Inc. (“ITC”), ITC Global USA, LLC (“ITC USA”), and Riverside Fund IV, L.P. (“Riverside” and collectively with ITC and ITC USA, “Applicants”), through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.24(e) of the Commission’s Rules, 47 C.F.R. § 63.24(e), hereby respectfully request Commission approval for the transfer of control of ITC USA from ITC to Riverside. ITC USA is a non-dominant carrier authorized by the Commission to provide international telecommunications services. Consummation of the transaction proposed herein will serve the public interest.

In support of the Application, Applicants state as follows:

I. REQUEST FOR STREAMLINED PROCESSING

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) applies as described more fully in Section V below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

II. DESCRIPTION OF APPLICANTS

A. ITC Global, Inc. and ITC Global USA, LLC

ITC, a Delaware corporation, and ITC USA, a Florida limited liability company, have their corporate office located at One Progress Plaza, Suite 700, St. Petersburg, FL 33701. ITC provides comprehensive networking solutions for business operating anywhere in the world, and provides communications in some of the world's most difficult regions, including remote and otherwise unreachable mining locations; offshore platforms; floating production, storage, and offloading vessels; and service vessels. Networks managed by ITC enable the transmission of real-time data from vessels and platforms to shore-based facilities, enabling real-time sharing of information, voice communications and network connectivity for improved decision making and safety in the maritime environment. Although ITC does not hold any Commission authorizations to provide telecommunications services, ITC USA, a wholly-owned subsidiary of ITC, holds international Section 214 authority pursuant to File No. ITC-214-20110609-00184.¹

¹ ITC USA recently acquired certain assets from Broadpoint License Co., LLC, pursuant to File No. ITC-ASG-20110609-00165.

B. Riverside Fund IV, L.P.

Riverside, a Delaware limited partnership, has its principal offices at 699 Boylston Street, 14th Floor, Boston, MA 02116. Riverside is controlled by Riverside Partners, a Boston-based private investment firm that invests in healthcare and technology oriented companies. The ownership of Riverside is described in more detail in Section V below.

Riverside does not offer or provide any telecommunications services or hold any Commission authorizations to provide telecommunications services. Riverside does hold attributable interests in two companies that provide communications services: (1) segTel, Inc., a non-dominant provider of private line, local, long distance and internet services in various areas of Maine, New Hampshire, Vermont, and Massachusetts, and (2) TVC Albany, Inc., a non-dominant provider of local exchange and interexchange services in New York and Massachusetts and holder of nationwide common carrier wireless license in the 3650-3700 MHz band under call sign WQLH897.

III. DESCRIPTION OF THE TRANSACTION

ITC and Riverside entered into a Securities Purchase and Redemption Agreement (“Agreement”) dated November 11, 2011, pursuant to which Riverside will acquire control of ITC USA. Specifically, Riverside plans to acquire approximately 57.5% of ITC’s stock. As a result, immediately following the consummation of the proposed transaction, Riverside will ultimately control ITC USA. Applicants therefore request authority for the transfer of control of ITC USA to Riverside. For the Commission’s reference pre- and post-transaction organization charts are provided as Exhibit A.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the transaction described herein will serve the public interest. The transfer of control of ITC USA to Riverside will provide ITC USA with access to the financial and operational support of Riverside. Such support will allow ITC USA to strengthen its ability to compete. Also, the transaction will not have any adverse impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, ITC USA will continue to provide service to its customers, furthering the Commission's policies favoring competition and diversity of services.

Furthermore, the transaction will be conducted in a manner that will be virtually transparent to customers of ITC USA. The transaction will not result in a change of carrier for any customer or any assignment of existing Commission authorizations. Following consummation, ITC USA will continue to provide high-quality telecommunications services to customers without interruption and without changes in rates, terms or conditions. Applicants emphasize that the transaction will not result in the discontinuance, reduction, loss, or impairment of service to any customers.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

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

Transferor:

ITC Global, Inc.
One Progress Plaza, Suite 700
St. Petersburg, Florida 33701
Tel: (727) 898-3895

FRN: 0020841912

Licensee:

ITC Global USA, LLC
One Progress Plaza, Suite 700
St. Petersburg, Florida 33701
Tel: (727) 898-3895

FRN: 0020923488

Transferee:

Riverside Fund IV, L.P.
c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Tel: (617) 351-2800

FRN: 0021308093

(b) Jurisdiction of Applicants:

Transferor: ITC is a Delaware corporation.

Licensee: ITC USA is a Florida limited liability company.

Transferee: Riverside is a Delaware limited partnership.

(c) Correspondence concerning this Application should be sent to:

For Riverside:

Jean L. Kiddoo
Ulises R. Pin
Danielle C. Burt
Bingham McCutchen LLP
2020 K Street, NW
Washington, D.C. 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
jean.kiddoo@bingham.com
u.pin@bingham.com
danielle.burt@bingham.com

For ITC and ITC USA:

Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas, VA 20109-7406
(703) 365-9437 (Tel)
(703) 365-9456 (Fax)
curt@curtbrownlaw.com

With a Copy to:

Joseph A. Spytek, President
ITC Global, Inc.
One Progress Plaza, Suite 700
St. Petersburg, FL 33701
(727) 898-3895 (Tel)
(727) 499-7918 (Fax)
jspytek@itcglobal.net

(d) Section 214 Authorizations Held

Transferor: ITC does not hold any domestic or international Section 214 authority, but controls ITC USA which holds international Section 214 authority.

Licensee: ITC USA holds international Section 214 authority pursuant to File No. ITC-214-20110609-00184, granted on October 28, 2011. ITC USA does not hold any domestic Section 214 authority.

Transferee: Riverside does not hold any domestic or international Section 214 authority, but ultimately controls the following entities which hold domestic and/or international Section 214 authorizations:

segTEL, Inc. holds domestic Section 214 authority by virtue of blanket authorization. It does not hold any international Section 214 authority.

TVC Albany, Inc. holds international Section 214 authority through its predecessor companies, Mid-Hudson Communications, Inc. (File No. ITC-214-20010209-00086) and Tech Valley Communications, Inc. (File No. ITC-214-19990825-00538). It also holds domestic Section 214 authority through its predecessor companies (WC Docket No. 02-47).

(h) Post-Transaction Ownership of ITC USA:

As of the date of the closing of the proposed transaction, the sole member of Licensee, **ITC Global USA, LLC**, will be:

Name:	ITC Global, Inc.
Address:	One Progress Plaza, Suite 700 St. Petersburg, Florida 33701
Citizenship:	U.S. (Delaware)
Interest Held:	100%
Principal Business:	Communications

(1) The following entities will hold a ten percent (10%) or greater interest in **ITC Global, Inc.:**

Name: Riverside Fund IV, L.P.
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Interest Held: 57.5%
Principal Business: Investment

Name: Fine Spotted Partners, LLC
Address: c/o ITC Global, Inc.
One Progress Plaza, Suite 700
St. Petersburg, FL 33701
Citizenship: U.S. (Wyoming)
Interest Held: 13.19%
Principal Business: Investment

(2) The following entities currently hold a ten percent (10%) or greater interest in **Riverside Fund IV, L.P.:**

(a) Name: Riverside Partners IV, L.P.
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Interest Held: 1.5%; General Partner
Principal Business: Investment

(b) Name: Yale University
Address: 55 Whitney Avenue, 5th Floor
New Haven, Connecticut
Citizenship: U.S.
Interest Held: 14.81% Limited Partner
Principal Business: Education

(c) Name: Arkansas Teacher Retirement System
Address: 1400 West Third Street
Little Rock, Arkansas
Citizenship: U.S.
Interest Held: 13.16% Limited Partner
Principal Business: Investment

(d) Name: West Virginia Investment Management Board

Address: 500 Virginia Street, Suite 200
Charleston, West Virginia 25301
Citizenship: U.S.
Interest Held: 13.16% Limited Partner
Principal Business: Investment

No individual or entity holds a ten percent (10%) or greater interest in **Yale University, Arkansas Teacher Retirement System** or the **West Virginia Investment Management Board**.

The following individuals or entities currently hold a ten percent (10%) or greater interest in **Riverside Partners IV, L.P.**:

- (a) Name: David Belluck
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual
- (b) Name: Brian Guthrie
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual
- (c) Name: Steve Kaplan
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual
- (d) Name: Riverside Partners IV, LLC
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Interest Held: General Partner
Principal Business: Investment

Riverside Partners IV, L.P. is controlled by an investment committee composed of six members, who are: David Belluck, Philip Borden, Frank Do, Brian Guthrie, Steve Kaplan, and Jon Lemelman. All members of the investment committee are United States citizens and the business address for each member of the investment committee is:

c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116

The sole members of **Riverside Partners IV, LLC** are:

- (a) Name: David Belluck
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Greater than 50%
Principal Business: Individual
- (b) Name: Brian Guthrie
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual

No other person or entity will hold a 10% or greater indirect interest in Licensee through an ownership interest in Riverside Fund IV, LP.

(3) The following individual is the sole member of **Fine Spotted Partners, LLC**:

Name: Michael Monier
Address: c/o ITC Global, Inc.
One Progress Plaza, Suite 700
St. Petersburg, FL 33701
Citizenship: U.S.
Interest Held: 100%
Principal Business: Investment

No other person or entity holds a 10% or greater indirect interest in Licensee through an ownership interest in Fine Spotted Partners, LLC.

- (i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.
- (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where: (i) an Applicant is a foreign carrier in that country; (ii) an Applicant controls a foreign carrier in that country; (iii) any entity that owns more than 25% of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25% of an Applicant and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have 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 market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). -In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's rules, 47 C.F.R. §62.12(c), applies.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,



Jean L. Kiddoo

Ulises R. Pin

Danielle C. Burt

Bingham McCutchen LLP

2020 K Street, NW

Washington, D.C. 20006

(202) 373-6000 (Tel)

(202) 373-6001 (Fax)

jean.kiddoo@bingham.com

u.pin@bingham.com

danielle.burt@bingham.com

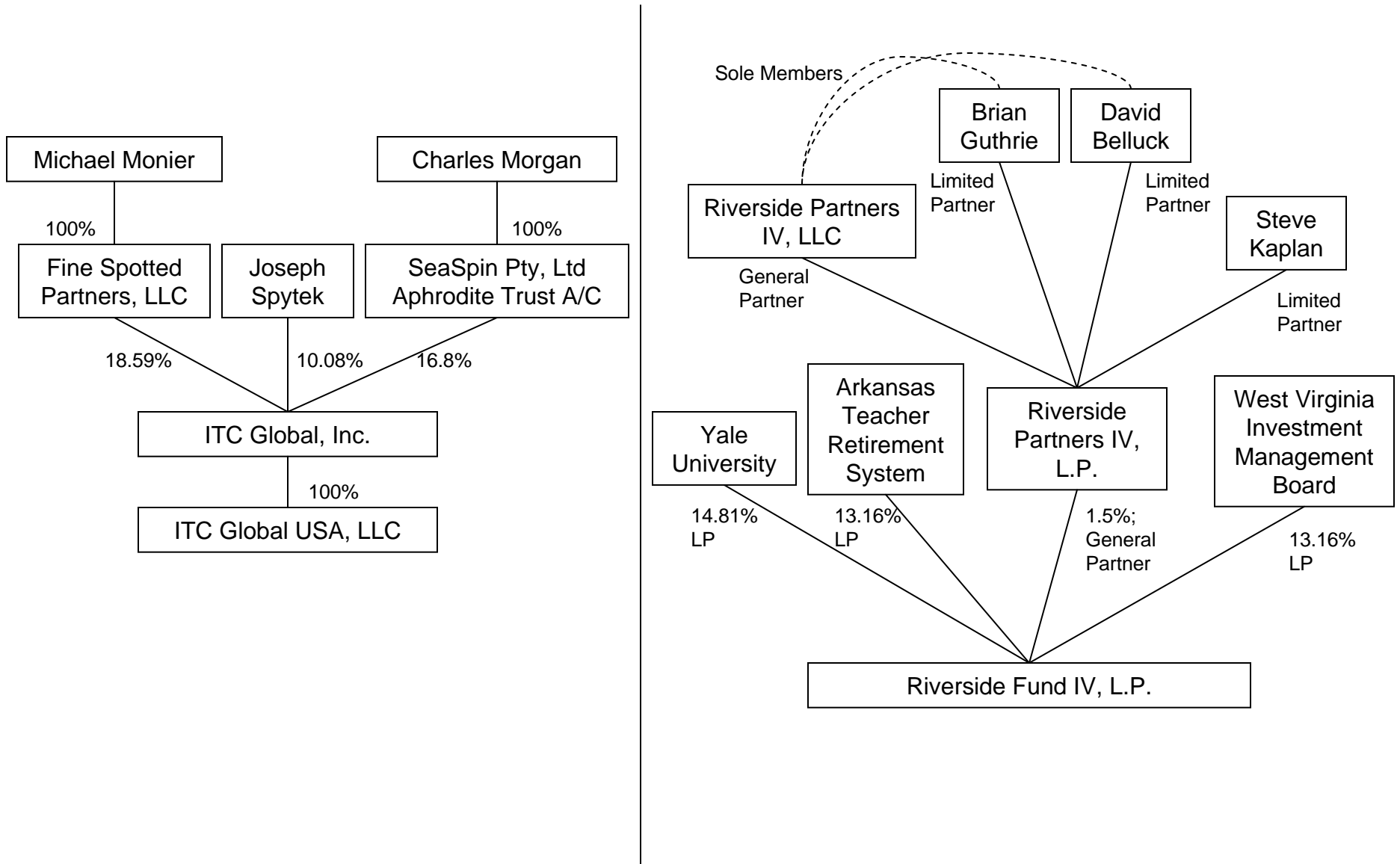
Counsel for Riverside Fund IV, L.P.

Dated: November 22, 2011

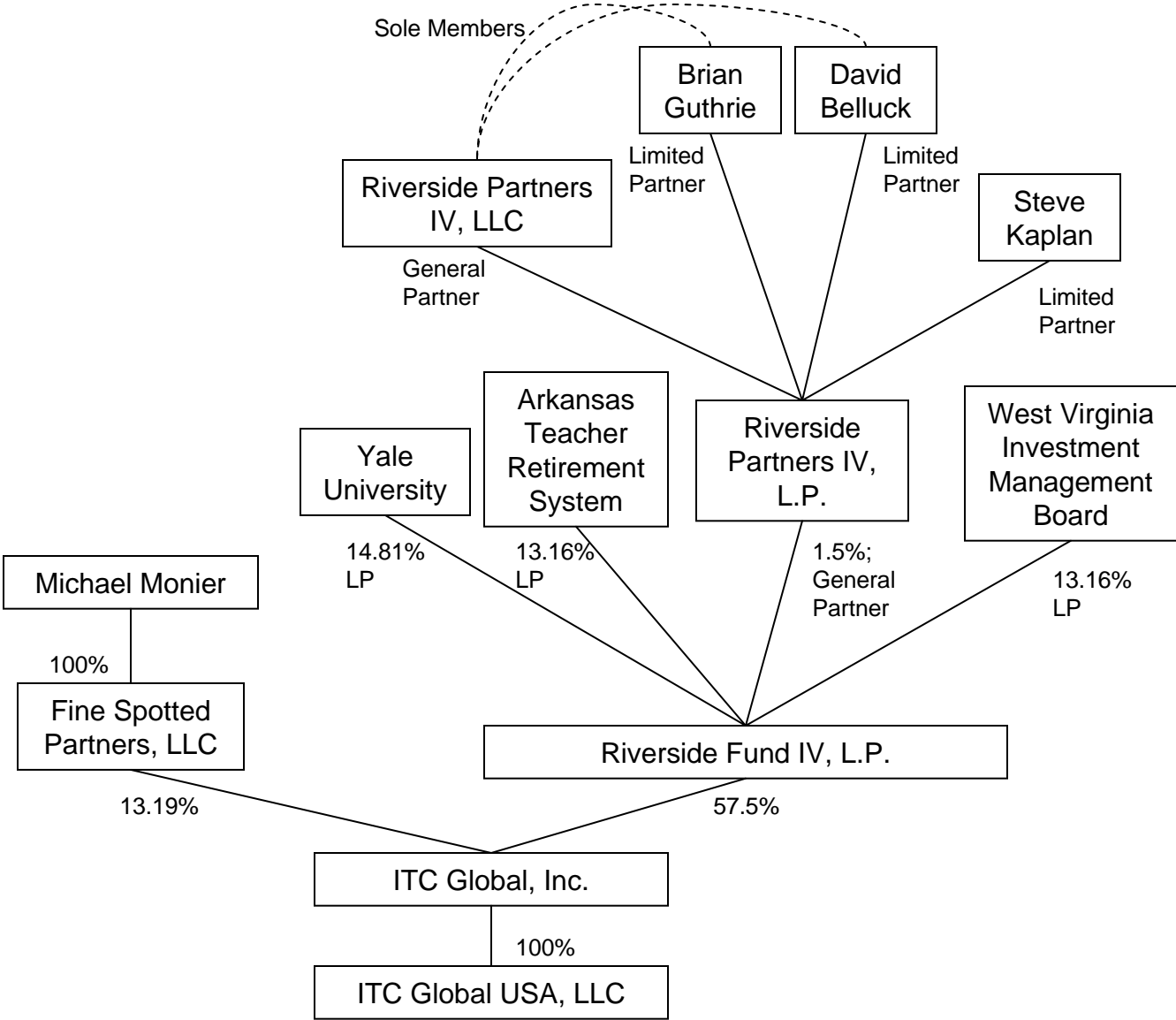
EXHIBIT A

Pre- and Post-Transaction Charts

Pre-Transaction Corporate Structure




Post-Transaction Corporate Structure



Verification

I, Joseph Spytek, state that I am President of ITC Global, Inc., the sole member and manager of ITC Global USA, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22nd day of November, 2011.



Name: Joseph Spytek
Title: President of ITC Global, Inc.
(the sole member and manager of ITC Global USA, LLC)

Verification

I, David Belluck, state that I am an Authorized Representative of Riverside Partners IV, LLC, which is the general partner of Riverside Partners IV, L.P., which in turn is the general partner of Riverside Fund IV, L.P.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22nd day of November, 2011.



Name: David Belluck

Title: Authorized Representative
Riverside Fund IV, L.P.

By: Riverside Partners IV, L.P., its general
partner

By: Riverside Partners IV, LLC, its general
partner