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October 9, 2012

**Via IBFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Room TW-A325  
Washington, DC 20554  
Attn: International Bureau

**Re: Notification Regarding *Pro Forma* Transfer of Control of the  
International Section 214 Authorization of ITC Global USA, LLC**

Dear Ms. Dortch:

Riverside Fund IV, L.P. (“Riverside”), by undersigned counsel and pursuant to 47 C.F.R. § 63.24(f), notifies the Commission that the *pro forma* transfer of control of the International Section 214 Authorization of ITC Global USA, LLC (“Licensee”) was completed on September 27, 2012. The *pro forma* transfer of control resulted from the insertion of ITC Global Holdings, LLC (“Holdings”) between ITC Global, Inc. (“ITC Parent”), the parent company of Licensee, and the equity holders of ITC Parent, including Riverside. Since Riverside was the ultimate majority owner of Licensee before and after the insertion of Holdings, the transaction was *pro forma* in nature.

**Information Required by Section 63.24(f)(2)**

As required by Section 63.24(f)(2), Riverside provides the following information required by 63.18(a) through (d) and (h):

Sections 63.18(a): Name, address and telephone number of the parties:

Riverside Fund IV, L.P.  
699 Boylston Street, 14th Floor  
Boston, MA 02116  
Tel: 617-351-2800

Sections 63.18(b): Organization of the parties:

Riverside is a Delaware limited partnership.

Beijing  
Boston  
Frankfurt  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

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Licensee is a Florida limited liability company.

Holdings is a Delaware limited liability company

Section 63.18(c): Correspondence concerning this filing should be sent to Riverside's counsel:

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006-1806  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

Section 63.18(d): Licensee is authorized to provide global or limited global facilities-based and resale service pursuant to International 214 Authorization granted in IB File No. ITC-214-20110609-00184.

Sections 63.18(h): See Attachment 1 for the ownership of Licensee and Riverside.

Riverside certifies that the conversion was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the Licensee.

\* \* \* \*

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for Riverside

## ATTACHMENT 1

### Answer to Question 11 - Section 63.18(h) Ownership Information

As discussed in the Description of Transaction below, ITC Global Holdings, LLC (“Holdings”) was inserted between ITC Global, Inc. (“ITC Parent”), the parent company of ITC Global USA, LLC (“Licensee”), and the equity holders of ITC Parent, including Riverside Fund IV, L.P. (“Riverside”) (the “*Pro Forma* Insertion”). As a result of the *Pro Forma* Insertion, ITC Parent is a wholly owned direct subsidiary of Holdings while Riverside, which was the majority direct owner of ITC Parent, is the majority direct owner of Holdings. The following entities currently (post-*Pro Forma* Insertion) hold, directly or indirectly, a 10% or greater interest<sup>1</sup> in the Licensee as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

The following entity holds a ten percent or greater direct interest in **ITC Global USA, LLC**:

Name:	ITC Global, Inc. (“ITC Parent”)
Address:	53 Central Avenue Needham, Massachusetts 02494
Citizenship:	U.S. (Delaware)
Interest Held:	100%
Principal Business:	Communications

The following entity holds a ten percent or greater direct interest in **ITC Global USA, Inc.**:

Name:	ITC Global Holdings, LLC (“Holdings”)
Address:	53 Central Avenue Needham, Massachusetts 02494
Citizenship:	U.S. (Delaware)
Interest Held:	100%
Principal Business:	Holding Company

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<sup>1</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

The following entities hold a ten percent or greater direct interest in **ITC Global Holdings, LLC**:

Name: Riverside Fund IV, L.P. (“Riverside”)  
Address: c/o Riverside Partners, LLC  
699 Boylston Street, 14th Floor  
Boston, MA 02116  
Citizenship: U.S. (Delaware)  
Interest Held: 59.50% Equity; 64.24% Voting  
Principal Business: Investments

Name: Riverside Fund IV Offshore, L.P. (“Riverside Offshore”)  
Address: c/o Riverside Partners, LLC  
699 Boylston Street, 14th Floor  
Boston, MA 02116  
Citizenship: U.S. (Delaware)  
Interest Held: 20% Equity; 0% Voting  
Principal Business: Investments

The general partner of Riverside Offshore is Riverside Partners IV, L.P., which is also the general partner of Riverside and whose information is provided below.

To Riverside’s knowledge, no person or entity owns or controls a 10% or greater indirect interest in Licensee through Riverside Fund IV Offshore, L.P.

Name: Fine Spotted Partners, LLC (“FSP”)  
Address: c/o ITC Global, Inc.  
53 Central Avenue  
Needham, Massachusetts 02494  
Citizenship: U.S.  
Interest Held: less than 10% Equity; 11.09% Voting  
Principal Business: Investment

The sole member of FSP is Michael Monier, a U.S. citizen, who can also be reached through ITC Global, Inc. To Riverside’s knowledge, no other person or entity holds a 10% or greater indirect interest in Licensee through an ownership interest in Fine Spotted Partners, LLC.

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

- (1) 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: General Partner  
Principal Business: Investment
- (2) Name: Yale University  
Address: 55 Whitney Avenue, 5th Floor  
New Haven, Connecticut  
Citizenship: U.S.  
Interest Held: 14.81% Limited Partner  
Principal Business: Education
- (3) 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
- (4) 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 hold a ten percent (10%) or greater interest in **Riverside Partners IV, L.P.**:

- (1) 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

- (2) 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
- (3) 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
- (4) 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, Ian Bosco, 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:

- (1) 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

(2) 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

**Answer to Question 12 - Section 63.18(h) Interlocking Directorates**

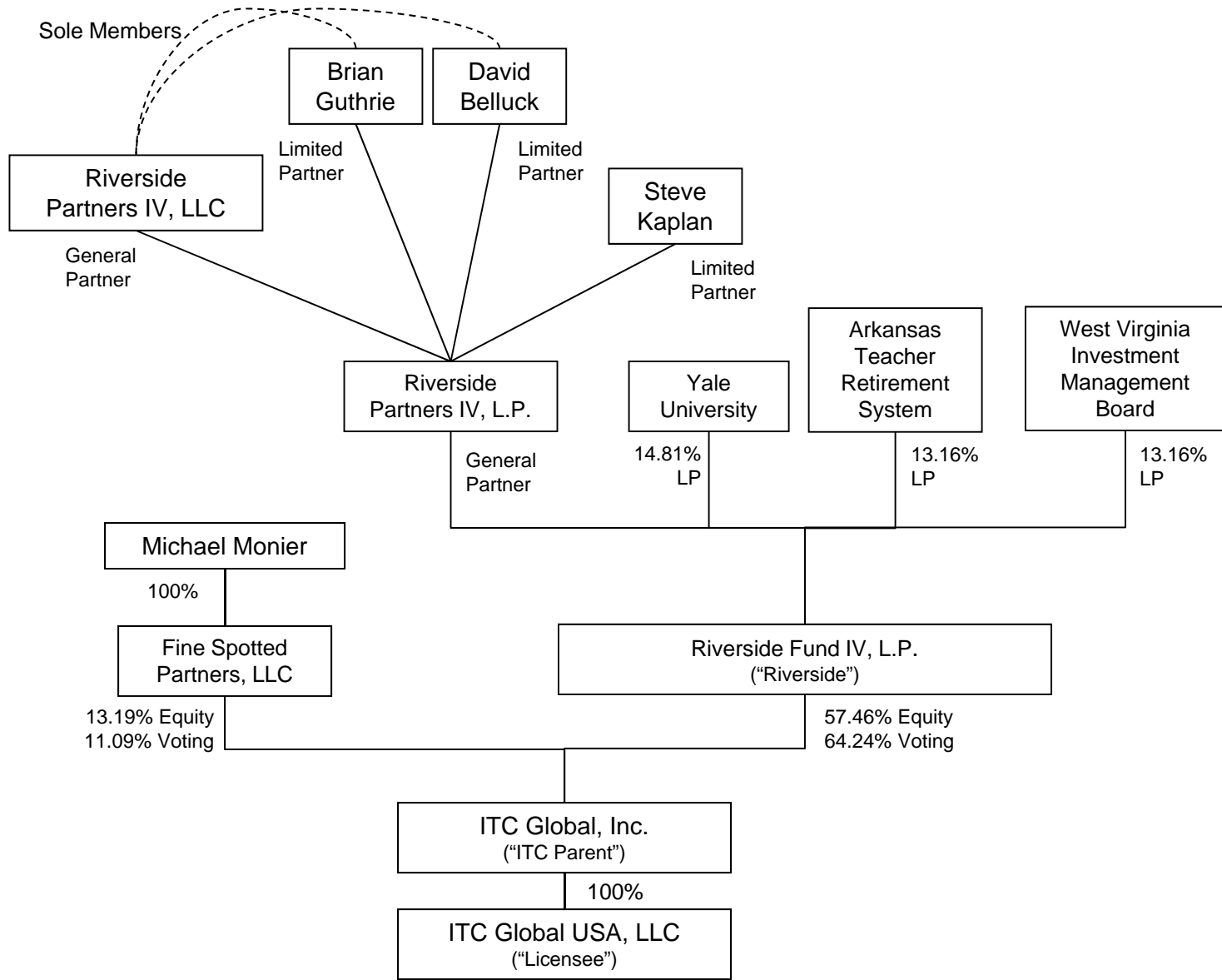
Neither Licensee nor Riverside has any interlocking directorates with a foreign carrier.

**Answer to Question 13 - Description of *Pro Forma* Transfer of Control**

Prior to the *Pro Forma* Insertion, Licensee was a wholly owned direct subsidiary of ITC Parent and ITC Parent was directly owned (majority) by Riverside. On September 27, 2012, ITC Global Merger Sub, LLC (“Merger Sub”), a wholly owned direct subsidiary of Holdings, merged with and into ITC Parent, whereupon the separate existence of Merger Sub ceased and ITC Parent was the surviving entity. As a result of the merger, Holdings is directly owned (majority) by Riverside and ITC Parent is a wholly owned direct subsidiary of Holdings. Licensee remains a wholly owned direct subsidiary of ITC Parent and indirectly owned (majority) by Riverside following the *Pro Forma* Insertion, but Holdings is a new link in the chain of ownership between Licensee and Riverside. Since the ultimate majority owner of Licensee has not changed as a result of the *Pro Forma* Insertion, the *Pro Forma* Insertion was purely *pro forma* in nature. Charts depicting the pre- and post-*Pro Forma* Insertion ownership structure of Licensee are attached hereto.

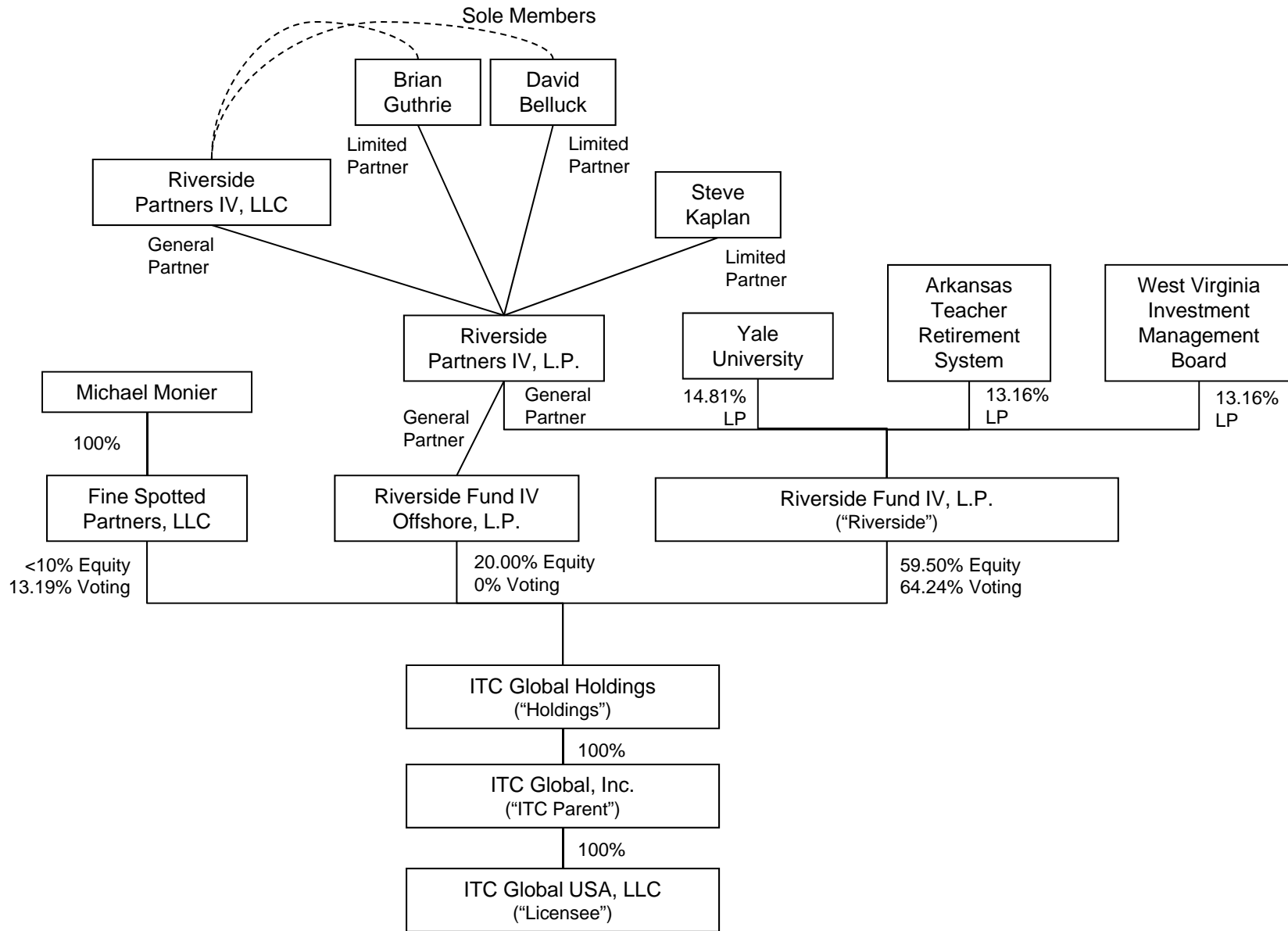
The *Pro Forma* Insertion served the public interest. Following the *Pro Forma* Insertion, Licensee continues to provide service to its customers under the same rates, conditions and terms of service. Riverside emphasizes that the *Pro Forma* Insertion was seamless and completely transparent to Licensee’s customers. Also, the *Pro Forma* Insertion did not have any adverse impact on competition. No existing or potential competitors were eliminated as a result of the *Pro Forma* Insertion. Instead, Licensee continues to provide service to its customers, furthering the Commission’s policies favoring competition and diversity of services.

# Pre-Pro Forma Insertion Ownership Structure





# Post-Pro Forma Insertion Ownership Structure



## VERIFICATION

I, Steve Kaplan, state that I am (1) 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. and (2) Chairman 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 9<sup>th</sup> day of October 2012.



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Name: Steve Kaplan

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

Title: Chairman

ITC Global, Inc.

(the sole member and manager of ITC Global USA, LLC)