

**Joint Application for Consent to Transfer Control of  
International Section 214 Authority**

**Corvisa LLC  
ShoreTel, Inc.**

**ATTACHMENT 1**  
**(Streamlined Processing Requested)**

Corvisa LLC (FRN No. 0023220429) (“Corvisa” or “Transferor”) and ShoreTel, Inc., (FRN No. 0004265856) (“ShoreTel” or “Transferee” and, collectively with Transferor, the “Parties”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.12 and 63.24 of the Federal Communications Commission’s (“Commission”) rules,<sup>1</sup> hereby jointly request Commission consent to transfer control of the international Section 214 authorization held by Corvisa<sup>2</sup> to ShoreTel.

The transfer of control for which the parties seek Commission consent is the result of a merger and reorganization (described below in Section II) by which ShoreTel acquired Corvisa.

As explained below, this transaction was consummated on January 6, 2016; the Parties mistakenly failed to either surrender the authorization or seek Commission consent to the transfer at that time.

ShoreTel has not provided international telecommunications services in reliance on the international Section 214 authorization, and it is unclear why the authorization was originally sought by Transferor. To the Parties’ knowledge, no international telecommunications services were ever provided in reliance on the international Section 214 authorization, and no international telecommunications services were discontinued. The authorization should have been surrendered before the transaction that is the subject of this Application, and has since been surrendered.<sup>3</sup> The Parties regret their failure to timely surrender the authorization and have received regulatory guidance to ensure compliance with Commission rules going forward.

The pre-transaction and post-transaction organizational structures of the entities are detailed in the organizational charts found in Appendix A. The Applicants seek expedited approval of this transaction. Accordingly, the Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.12 of the Commission’s Rules.<sup>4</sup>

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<sup>1</sup> 47 C.F.R. §§ 63.12 and 63.24.

<sup>2</sup> The international Section 214 authorization was issued to CorvisaCloud, LLC. On January 6, 2015, prior to the Transaction that is the subject of this Application, CorvisaCloud, LLC changed its name to Corvisa LLC. To our knowledge, Corvisa, under its previous owner, failed to notify the Commission of the name change.

<sup>3</sup> Letter from Brita D. Strandberg, Counsel to Corvisa LLC, to Marlene H. Dortch, Secretary, Federal Communications Commission (July 25, 2017).

<sup>4</sup> 47 C.F.R. § 63.12.

## **I. DESCRIPTION OF APPLICANTS**

### **A. ShoreTel, Inc.**

ShoreTel, Inc. is a publicly traded Delaware corporation (NASDAQ: SHOR) with its principal business address at 960 Stewart Drive, Sunnyvale, CA 94085. ShoreTel is a leading provider of business phone systems, hosted and on-site unified communications, and application platform and contact center solutions for business customers.

### **B. Corvisa Entities**

Corvisa LLC, formerly CorvisaCloud, LLC, is a Wisconsin limited liability company with its principal business address at 1610 N. Second Street, Suite 101, Milwaukee, WI 53212. Corvisa provides cloud-based communications solutions. Prior to the transaction, Corvisa LLC was a wholly owned indirect subsidiary of Novation Companies, Inc., a Maryland corporation having a principal place of business at 2114 Central Street, Suite 600, Kansas City, MO 64108, and a wholly owned direct subsidiary of Corvisa Services LLC, a Delaware limited liability company with its principal business address at 1610 N. Second Street, Suite 101, Milwaukee, WI 53212.

Corvisa Europe Ltd is a United Kingdom limited company and a wholly owned subsidiary of Corvisa LLC with its principal business address at Inspired South Office Suite, Easthampstead Road, Bracknell, Berkshire, England RG12 1YQ. Corvisa Europe Ltd was formed to provide Corvisa's cloud-based communications solutions to customers in Europe.

## **II. DESCRIPTION OF THE TRANSACTION**

On December 21, 2015, ShoreTel entered into a Membership Interest Purchase Agreement (the "Agreement") with Novation Companies, Inc. ("Parent") and Corvisa Services LLC ("Seller") to acquire Corvisa LLC ("Corvisa"), a wholly owned, direct subsidiary of Seller and wholly owned, indirect subsidiary of Parent.<sup>5</sup> The acquisition was accomplished by ShoreTel's purchase of all of the outstanding membership interests of Corvisa from Seller (the "Purchase") on January 6, 2016.

## **III. PUBLIC INTEREST STATEMENT**

The Commission's approval of the Transaction described herein will serve the public interest, convenience, and necessity. Approval will not excuse the Parties' failure to timely surrender the subject authorization or seek prior authorization for its transfer, but

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<sup>5</sup> More information on the transaction is available at <https://www.shoretel.com/news/shoretel-acquire-uc-cloud-provider-corvisa> and <https://www.sec.gov/Archives/edgar/data/1388133/000114036115045247/form8k.htm>.

will provide the Commission with the appropriate opportunity to review the inadvertent transfer.

In addition, approval will not harm the public interest, as, to the Parties' knowledge, no international telecommunications services have been provided post-consummation of the Transaction in reliance on the international Section 214 authorization at issue, and the authorization has already been surrendered. Thus, the Transaction did not diminish competition in any relevant market. Likewise, the Transaction did not entail any changes to rates, terms and conditions of service.

The public interest will be served by expeditious consideration and approval of this Joint Application, as expeditious consideration will ensure that the Parties' error is corrected as promptly as is now possible.

#### **IV. SECTION 63.18 INFORMATION**

Information addressing the requirements in Section 63.18 of the Commission's rules<sup>6</sup> is set forth below:

- (a) In response to section 63.18(a), the name, address and telephone number of the transferor and transferee are:

**Transferor**

Corvisa LLC  
1610 N. Second Street  
Suite 101  
Milwaukee, WI 53212

**Transferee**

ShoreTel, Inc.  
960 Stewart Drive  
Sunnyvale, CA 94085  
Tel: (844) 746-7383  
Fax: (408) 331-3333

- (b) In response to section 63.18(b):  
ShoreTel, Inc. is a Delaware corporation.  
Corvisa LLC is a Wisconsin limited liability company.

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<sup>6</sup> 47 C.F.R. § 63.18.

**Answer to Question 10 – Sections 63.18(c)-(d)**

- (c) In response to section 63.18(c), correspondence concerning this Application should be sent to the following:

**Transferor and Transferee**

Allen Seto  
General Counsel  
ShoreTel, Inc.  
960 Stewart Drive  
Sunnyvale, CA 94085  
Tel: (408) 900-1218  
aseto@shoretel.com

with a copy to

Brita D. Strandberg  
Harris, Wiltshire & Grannis LLP  
1919 M Street NW, Eighth Floor  
Washington, DC 20036  
Tel: (202) 730-1346  
bstrandberg@hwglaw.com

- (d) In response to section 63.18(d):

Corvisa LLC's authorization, granted in IB File No. ITC-214-20131227-00349, provided international section 214 authority to provide global resale authority between the United States and international points.

**Answer to Question 11 – Section 63.18(h)**

- (h) In response to section 63.18(h), the names, addresses, citizenship, and principal businesses of any person or entity holding, post-transaction, directly or indirectly, at least ten percent of the equity of the Applicants, or actual control:

As described above and illustrated on the organization chart in Appendix A, upon completion of the Transaction, Corvisa LLC, formerly CorvisaCloud, LLC, became a wholly owned subsidiary of ShoreTel Networks, Inc.

ShoreTel, Inc. is a publicly traded company. Based on a review of Schedule 13G filed with the Securities and Exchange Commission ("SEC"), no current owner holds more than 10% of the outstanding shares of ShoreTel, Inc.

The pre-Transaction and post-Transaction organizational structure of the entities are detailed in the organizational charts found in Appendix A.

**Answer to Question 12**

Applicants certify that they do not have any interlocking directorates with a foreign carrier.

**Answer to Question 13 – Means by which the proposed transfer of control will take place**

See Section II above.

**Answer to Question 14 – Section 63.18(i)**

(i) Transferee certifies that it is not a foreign carrier and is not affiliated with any foreign carrier.

**Answer to Question 15 – Section 63.18(j)**

(j) Transferee certifies that it does not seek to provide international telecommunications services to any destination country where: (i) Transferee is a foreign carrier; (ii) Transferee controls a foreign carrier; (iii) any entity that owns more than 25 percent of Transferee, or that controls Transferee, 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 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**Sections 63.18(k)-(o)**

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Transferee 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 market power on the foreign end of the route and will not enter into any such agreements in the future.

(o) Applicants certify 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.

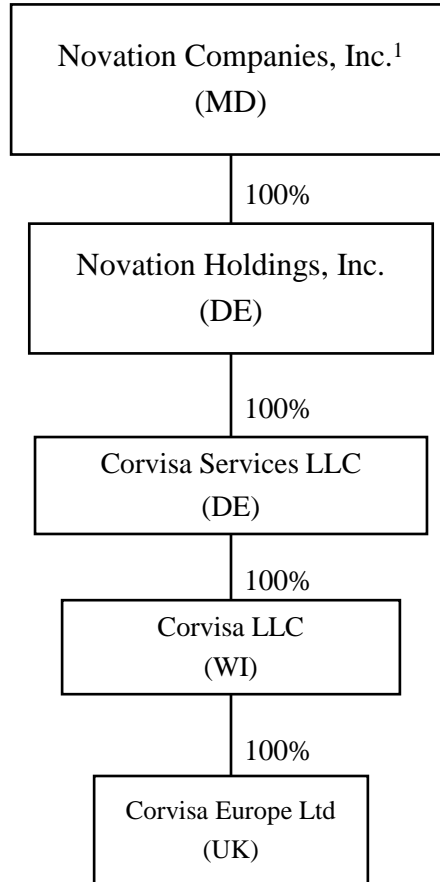
**Question 20 - Request for Streamlined Treatment**

- (p) The Applicants seek streamlined processing of this request for consent to transfer control of the international Section 214 authorization pursuant to 47 C.F.R. § 63.12 because (1) Applicants are not affiliated with any foreign carrier in any destination market; (2) Applicants are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell; and (3) Applicants do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

## Appendix A

### Pre-Transaction Ownership

#### Corvisa LLC

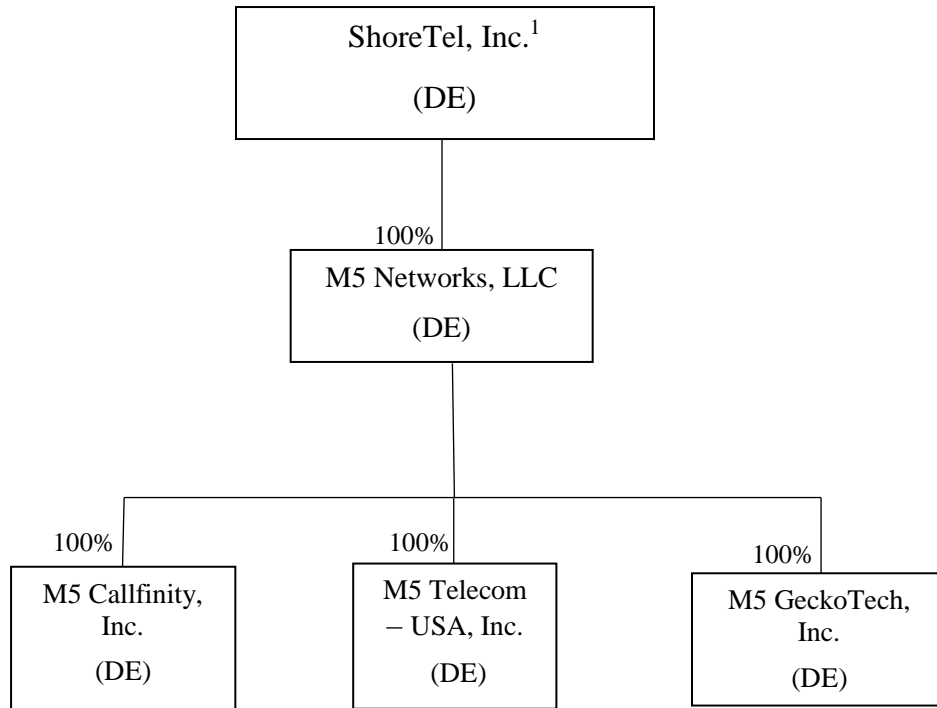


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<sup>1</sup> Subsidiaries not germane to this transaction are excluded.

**Pre-Transaction Ownership**

**ShoreTel, Inc.**



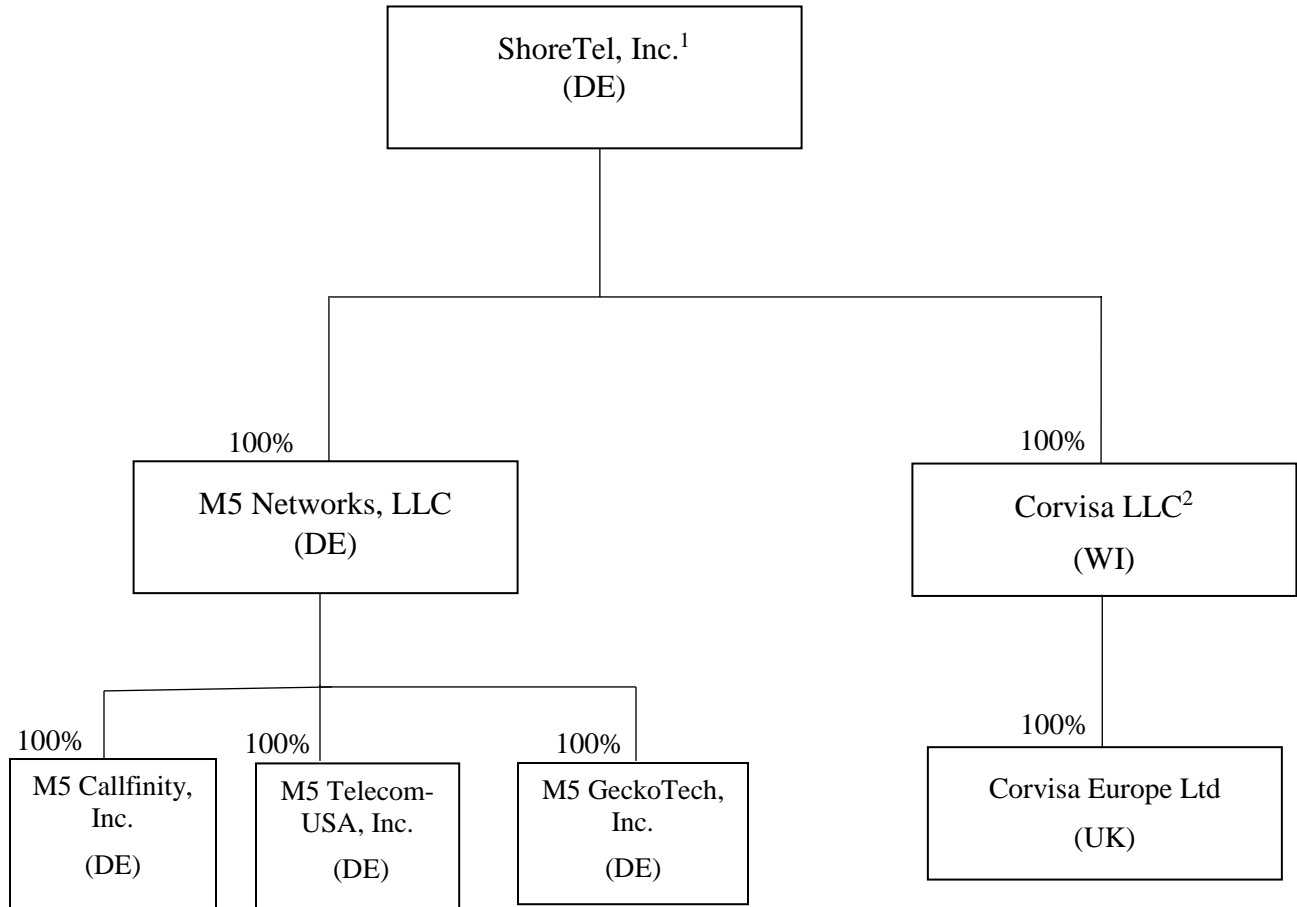
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<sup>1</sup> Subsidiaries not germane to this transaction are excluded.



**Post-Transaction Ownership**

**ShoreTel, Inc.**



<sup>1</sup> Subsidiaries not germane to this transaction are excluded.

<sup>2</sup> Formerly known as CorvisaCloud, LLC.