

**EXPEREO USA, INC.**

**NOTIFICATION OF *PRO FORMA* TRANSFER  
OF INTERNATIONAL SECTION 214 AUTHORITY**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”), and Sections 63.18 and 63.24 of the Commission’s rules,<sup>1</sup> Expereo USA, Inc. (“Expereo USA”) hereby notifies the Federal Communications Commission (“Commission”) of the *pro forma* transfer of control of the international Section 214 authority held by Expereo USA. This *pro forma* transfer of control was consummated on December 31, 2017 as part of an administrative reorganization. This narrative provides the information required by Section 63.18 of the Commission’s rules.

**ANSWER TO QUESTION 10 – Section 63.18(c)-(d):**

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

Christopher Canter  
Associate General Counsel

Expereo USA, Inc.  
2000 Edmund Halley Drive, Suite 120  
Reston, VA 20191, USA

Phone: (571) 449-8490 ext. 304  
Email: Chris.Canter@expereo.com

With a copy to: [legal@expereo.com](mailto:legal@expereo.com)

(d) Expereo USA holds the international Section 214 authorization that is the subject of this notification: ITC-214-20100729-00309 (global facilities-based service or global resale service). Expereo Holdings B.V. (the “Transferor”) and Expereo International B.V. (the “Transferee”) do not hold any international Section 214 authorizations.

**ANSWER TO QUESTION 11 – Ownership Structure**

***Pre-Transaction Ownership of Expereo USA***

The following entities/individuals directly or indirectly own or control 10% or more of Expereo USA:

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<sup>1</sup> 47 C.F.R. §§ 63.18 and 63.24.

Name: Expereo Holding B.V.  
Address: Adam Smith Building, 3rd floor  
Thomas R. Malthusstraat 1-3  
The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 100% of Expereo USA, Inc.

Name: Expereo Acquisition Holdings, B.V.  
Address: Adam Smith Building, 3rd floor  
Thomas R. Malthusstraat 1-3  
The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 100% of Expereo Holding B.V.

Name: Brumbear B.V.  
Vinkenkade 1  
3645 AN Vinkeveen  
The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 33.1% of Expereo Acquisition Holdings B.V.

Name: Apple Barn B.V.  
Address: Van Galenlaan 40  
3941 VD Doorn  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Personal Holding Company (investment)  
Relationship: Owner of 31.9% of Brumbear B.V.

Name: Alphonsus Maria Mulders  
Address: Oud Over 16  
3632 VD Loenen aan de Vecht  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Telecommunications Services Management  
Relationship: Owner of 100% of Apple Barn B.V.

Name: Rinjani B.V.  
Address: Van Galenlaan 40  
3941 VD Doorn  
The Netherlands  
Citizenship: The Netherlands

Principal Business: Personal Holding Company (investment)  
Relationship: Owner of 31.9% Brumbear B.V.

Name: Walter Johannes Antonius Brunink  
Address: Wagnerlaan 31  
3723 JT Bilthoven  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Telecommunications Services Management  
Relationship: Owner of 100% of Rinjani B.V.

Name: Rana Holding B.V.  
Address: Vinkenkade 1  
3645 AN Vinkeveen  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Personal Holding Company (investment)  
Relationship: Owner of 21.2% of Brumbear B.V.

Name: Rajen Maganlal Raithatha  
Address: Vinkenkade 1  
3645 AN Vinkeveen  
The Netherlands  
Citizenship: United Kingdom  
Principal Business: Telecommunications Services Management  
Relationship: Owner of 100% of Rana Holding B.V.

Name: Citywall B.V.  
Address: Van Galenlaan 40  
3941 VD  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Personal Holding Company (investment)  
Relationship: Owner of 10.6% of Brumbear B.V.

Name: Jan Adriaan van Berne  
Address: Kerkplein 2  
2061 JC Bloemendaal  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Telecommunications Services Management  
Relationship: Owner of 100% of Citywall B.V.

Name: Stichting Administratiekantoor Brumbear B.V.  
Address: Vinkenkade 1  
3645 AN Vinkeveen  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Foundation managing employee share certificates  
Relationship: Owner of 4.4% of Brumbear B.V.

Name: CETP III Expereo S.à.rl.  
Address: 2, Avenue Charles de Gaulle, L-1653  
Citizenship: Luxembourg  
Principal Business: Investment vehicle  
Relationship: Owner of 66.9% of Expereo Acquisition Holdings B.V.

Name: CETP III Participations S.à.r.l.  
Address: 2, Avenue Charles de Gaulle, L-1653  
Luxembourg  
Citizenship: Luxembourg  
Principal Business: Investment  
Relationship: Owner of 100% of CETP Expereo S.à.r.l.

Name: Carlyle Europe Technology Partners III, L.P.  
Address: C/O The Carlyle Group  
1001 Pennsylvania Avenue, Suite 220S  
Washington, DC, 20004  
Citizenship: England  
Relationship: Owner of 100% of CETP III Participations S.à.r.l.

To the best of the Applicants' knowledge, no other person or entity holds a 10% or greater interest in Expereo USA, Inc.

### ***Post-Transaction Ownership of Expereo USA***

Following the transfer of control, these entities/individuals will own or control 10% or more Expereo USA:

Name: Expereo International B.V.  
Address: Adam Smith Building, 3rd floor  
Thomas R. Malthusstraat 1-3  
The Netherlands  
Principal Business: Holding Company

Relationship: Owner of 100% of Expereo USA, Inc.

Name: Expereo Holding B.V.

Address: Adam Smith Building, 3rd floor

Thomas R. Malthusstraat 1-3

The Netherlands

Principal Business: Holding Company

Relationship: Owner of 100% of Expereo International B.V.

Name: Expereo Acquisition Holdings, B.V.

Address: Adam Smith Building, 3rd floor

Thomas R. Malthusstraat 1-3

The Netherlands

Principal Business: Holding Company

Relationship: Owner of 100% of Expereo Holding B.V.

Name: Brumbear B.V.

Address: Vinkenkade 1

3645 AN Vinkeveen

The Netherlands

Principal Business: Holding Company

Relationship: Owner of 33.1% of Expereo Acquisition Holdings B.V.

Name: Apple Barn B.V.

Address: Van Galenlaan 40

3941 VD Doorn

The Netherlands

Citizenship: The Netherlands

Principal Business: Personal Holding Company (investment)

Relationship: Owner of 31.9% of Brumbear B.V.

Name: Alphonsus Maria Mulders

Address: Oud Over 16

3632 VD Loenen aan de Vecht

The Netherlands

Citizenship: The Netherlands

Principal Business: Telecommunications Services Management

Relationship: Owner of 100% of Apple Barn B.V.

Name: Rinjani B.V.

Address: Van Galenlaan 40

3941 VD Doorn

The Netherlands  
Citizenship: The Netherlands  
Principal Business: Personal Holding Company (investment)  
Relationship: Owner of 31.9% Brumbear B.V.

Name: Walter Johannes Antonius Brunink  
Address: Wagnerlaan 31  
3723 JT Bilthoven  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Telecommunications Services Management  
Relationship: Owner of 100% of Rinjani B.V.

Name: Rana Holding B.V.  
Address: Vinkenkade 1  
3645 AN Vinkeveen  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Personal Holding Company (investment)  
Relationship: Owner of 21.2% of Brumbear B.V.

Name: Rajen Maganlal Raithatha  
Address: Vinkenkade 1  
3645 AN Vinkeveen  
The Netherlands  
Citizenship: United Kingdom  
Principal Business: Telecommunications Services Management  
Relationship: Owner of 100% of Rana Holding B.V.

Name: Citywall B.V.  
Address: Van Galenlaan 40  
3941 VD Doorn  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Personal Holding Company (investment)  
Relationship: Owner of 10.6% of Brumbear B.V.

Name: Jan Adriaan van Berne  
Address: Kerkplein 2  
2061 JC Bloemendaal  
The Netherlands  
Citizenship: The Netherlands

Principal Business: Telecommunications Services Management  
Relationship: Owner of 100% of City Wall B.V.

Name: Stichting Administratiekantoor Brumbear B.V.  
Address: Vinkenkade 1  
3645 AN Vinkeveen  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Foundation managing employee share certificates  
Relationship: Owner of 4.4% of Brumbear B.V.

Name: CETP III Expereo S.à.r.l.  
Address: 2, Avenue Charles de Gaulle, L-1653  
Citizenship: Luxembourg  
Principal Business: Investment vehicle  
Relationship: Owner of 66.9% of Expereo Acquisition Holdings B.V.

Name: CETP III Participations S.à.r.l.  
Address: 2, Avenue Charles de Gaulle, L-1653  
Luxembourg  
Citizenship: Luxembourg  
Principal Business: Investment  
Relationship: Owner of 100% of CETP Expereo S.à.r.l.

Name: Carlyle Europe Technology Partners III, L.P.  
Address: C/O The Carlyle Group  
1001 Pennsylvania Avenue, Suite 220S  
Washington, DC, 20004  
Citizenship: England  
Relationship: Owner of 100% of CETP III Participations S.à.r.l.

CETP III is owned by CETP III Participations S.à.r.l. CETP III Participations S.à.r.l. is owned by Carlyle Europe Technology Partners III, L.P which is advised by Carlyle Investment Management L.L.C., an investment advisor registered with the U.S. Securities and Exchange Commission.

To the best of the Applicants' knowledge, no other person or entity will hold a 10% or greater interest in Expereo USA, Inc.

Expereo USA may have interlocking directorates with one or more foreign carriers. CETP III does not have any interlocking directorates with a foreign carrier.

Pre- and post-transaction ownership charts are attached herein.

### **ANSWER TO QUESTION 12 – Interlocking Directorates**

Expereo USA shares officers and/or directors with the following entities that may be foreign carriers:

- Irwin Fouwels, who is Chief Executive Officer of Expereo USA is also an officer and/or director of Expereo International B.V., Expereo Middle East FZ LLC, Expereo Singapore PTE. LTD, Expereo Maroc S.a.r.l., and Expereo de Mexico S. de R.L. de C.V.
- Remy Adriaan Lammerstma, who is President of Expereo USA is also an officer and/or director of Expereo International B.V., Expereo Middle East FZ LLC, Expereo Singapore PTE. LTD, Expereo Maroc S.a.r.l., and Expereo de Mexico S. de R.L. de C.V.

### **ANSWER TO QUESTION 13 – Narrative for Transfer of Control and Public Interest Statement**

Expereo USA is a corporation organized under the laws of the State of Delaware. Expereo USA is an aggregator of “last mile” connectivity services. Specifically, Expereo USA provides 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 Holdings B.V. is a holding company that owns operating subsidiaries that provide similar services throughout the world. Expereo International B.V. is the global operating entity.

Expereo USA certifies that the transfer of control is *pro forma* as defined by Section 63.24(a) of the Commission’s rules and has not resulted in a change of the authorization’s ultimate control. This transfer of control is part of an internal administrative reorganization, under which Expereo USA, Inc. will be transferred from a holding company, Expereo Holdings B.V., to the operational entity, Expereo International B.V. Prior to and following this transfer, Expereo Holdings B.V. remains in 100% control of Expereo International B.V. Therefore, Expereo USA’s ultimate ownership remains the same before and after the conclusion of this corporate reorganization. As such, this transaction is *pro forma* in nature.

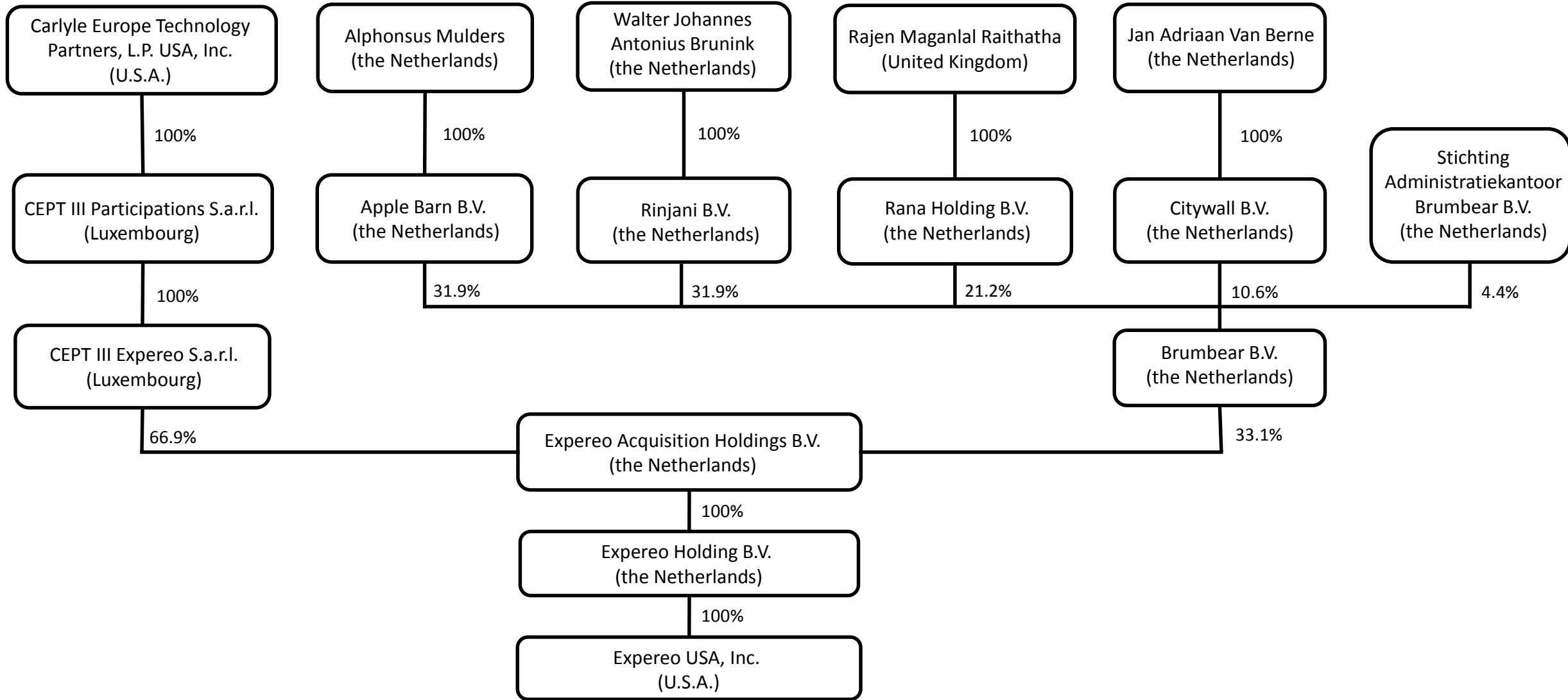
The Commission has previously stated that “[r]egulatory review of [*pro forma*] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”<sup>2</sup> Accordingly, Section 63.24(f) of the FCC’s rules permits this *pro forma* transfer without prior Commission approval. Applicants hereby and respectfully notifies the Commission of the *pro forma* transfer of the international Section 214 authorization.

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<sup>2</sup> 1998 Biennial Review – Review of International Common Carrier Regulations, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999).



# Expereo USA, Inc. Organizational Chart, Pre-Transfer of Control



# Expereo USA, Inc. Organizational Chart, Post-Transfer of Control

