

NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL OF INTERNATIONAL AND DOMESTIC 214 AUTHORIZATIONS

I. INTRODUCTION

Mitel Networks Corporation ("Mitel Networks Corp."), Mitel US Holdings, Inc. ("Mitel US"), Mitel (Delaware), Inc. ("Mitel DE"), Mitel Networks, Inc., formerly ShoreTel, Inc. ("MNI") and Mitel Cloud Services, Inc. ("Mitel Cloud") (collectively, the "Parties") hereby provides notice to the Federal Communications Commission ("Commission" or "FCC") of a *pro forma* transfer of control pursuant to 47 C.F.R. § 63.24(f) (the "Transaction").

For the Commission's records, the Parties provide the following information:

II. THE PARTIES

A. **Mitel Networks Corporation, Mitel US Holdings, Inc., Mitel (Delaware) Inc.**

Mitel DE, is a Delaware corporation and a direct wholly owned subsidiary of Mitel US. Mitel US is a Delaware corporation and direct wholly owned subsidiary of Mitel Networks Corp. Mitel Networks Corp. is a publicly traded (NASDAQ and TSX) Canadian corporation that, to its knowledge, does not have any 10% or greater owners other than institutional investor: NWQ Investment Management Company, LLC, which publicly reported that it held 12.3% of Mitel Networks Corp. common shares as of February 3, 2017. NWQ Investment Management Company, LLC does not have board representation or any right to board representation and has publicly reported that it holds the Mitel Networks Corp. common shares for investment purposes. Accordingly, it does not hold a controlling interest in Mitel Networks Corp.

Mitel Networks Corp. has its executive offices at 350 Legget Drive, Ottawa, Ontario, Canada K2K 2W7. Mitel Networks Corp. is a leading provider of integrated communications solutions and services for business customers. Mitel Networks Corp.'s internet protocol-based communications offerings consist of a combination of telephony hardware products, such as communications platforms and desktop devices, and software applications that integrate voice, video, and data communications with business applications and processes. Mitel Networks Corp. also offers a range of other services, including the design of communications networks and implementation, maintenance, training and support services. In addition, Mitel Networks Corp. sells packaged software applications that are designed to solve particular business communications challenges, including applications for contact centers, mobility, teleworking, messaging, and collaboration. Mitel Networks Corp. operates from over 40 locations world-wide.

B. Mitel Networks, Inc.

Mitel Networks Corporation and Mitel US Holdings, Inc. entered into an Agreement and Plan of Merger with Shelby Acquisition Corporation, dated July 27, 2017, for the purchase of MNI (which was formerly ShoreTel, Inc.) and its subsidiaries. On December 29, 2017, the former Mitel Networks, Inc. (the “Former Mitel Networks”) and MNI (which was formerly ShoreTel, Inc.), both Delaware corporations, merged and the surviving company, MNI, was renamed Mitel Networks, Inc., the same name previously held by the Former Mitel Networks. The Former Mitel Networks was dissolved during the merger into MNI. Assets of the Former Mitel Networks now belong to MNI. MNI is not a regulated utility.

C. Mitel Cloud Services, Inc.

Mitel Cloud, a Texas corporation and wholly owned indirect subsidiary of Mitel Networks Corp., holds blanket domestic Section 214 authority to provide interstate telecommunications services, and holds international Section 214 authority to provide resold international services pursuant to FCC File No. ITC-214-19920731-00066.¹ Mitel Cloud resells local communications services; domestic and international long-distance services; calling card services; 800 services; dedicated data services; Internet, DSL, MPLS services and Web voice and videoconferencing; disaster recovery solutions; and network monitoring and management. Mitel Cloud resells these services through its agreements with major U.S. long-distance carriers. In addition, Mitel Cloud is licensed as a competitive local exchange and interexchange carrier throughout the United States, and registered as an interconnected VoIP provider and wireless/CMRS provider in numerous states.

III. INFORMATION REQUIRED BY 47 C.F.R. § 63.24(f)

Pursuant to 47 C.F.R. § 63.24(f)(2), the Parties provide the information requested in to 47 C.F.R. §63.18(a) through (d) and (h):

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

Mitel Cloud Services, Inc.
1146 N. Alma School Road
Mesa, Arizona 85201
(602) 253-6004 (Phone)

- (b) Mitel Cloud is a Texas corporation.

¹ See also IBFS File No. ITC-T/C-20070608-00221 (transferring control from Inter-Tel (Delaware), Inc. to Mitel) (granted Dec. 19, 2007).

Answer to Question 10:

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

Lance J.M. Steinhart, Esq.
Managing Attorney
Lance J.M. Steinhart, P.C.
1725 Windward Concourse
Suite 150
Alpharetta, Georgia 30005
(770) 232-9200 (Phone)
lsteinhart@telecomcounsel.com (E-Mail)

- (d) Mitel Cloud holds blanket domestic Section 214 authority to provide interstate telecommunications services, and holds international Section 214 authority to provide resold international services pursuant to FCC File No. ITC-214-19920731-00066. No other Mitel Cloud affiliate holds FCC authority under Section 214 of the Act.

Answer to Question 11:

The Transaction constitutes a non-substantial (*pro forma*) transfer of control because ultimate ownership and control of Mitel Cloud Services, Inc.'s 214 authorizations has not changed. The Commission has previously approved each person or entity that directly or indirectly owns at least ten percent of the equity of Mitel Cloud Services, Inc. There have been no material changes to Mitel Cloud's ultimate ownership and control since 2007.²

Certification of Pro Forma Transfer of Control:

The Parties certify that the transfer of control was pro forma, as defined in 47 C.F.R. § 63.24(d), and, together with all previous pro forma transactions, does not result in a change of the licensee's (Mitel Cloud) ultimate control.

DESCRIPTION OF THE TRANSACTION (Answer to Question 13):

Pursuant to the terms of Common Stock Issuance Agreement, dated December 29, 2017, MNI agreed to issue Mitel DE 100 shares of common stock in exchange for the transfer by Mitel DE of 1,000 shares of common stock of Mitel Cloud. As a result of this Transaction, MNI is wholly owned by Mitel DE. The direct ownership of Mitel Cloud is therefore transferred from Mitel DE to MNI. However, Mitel Cloud remains indirectly owned by Mitel DE.

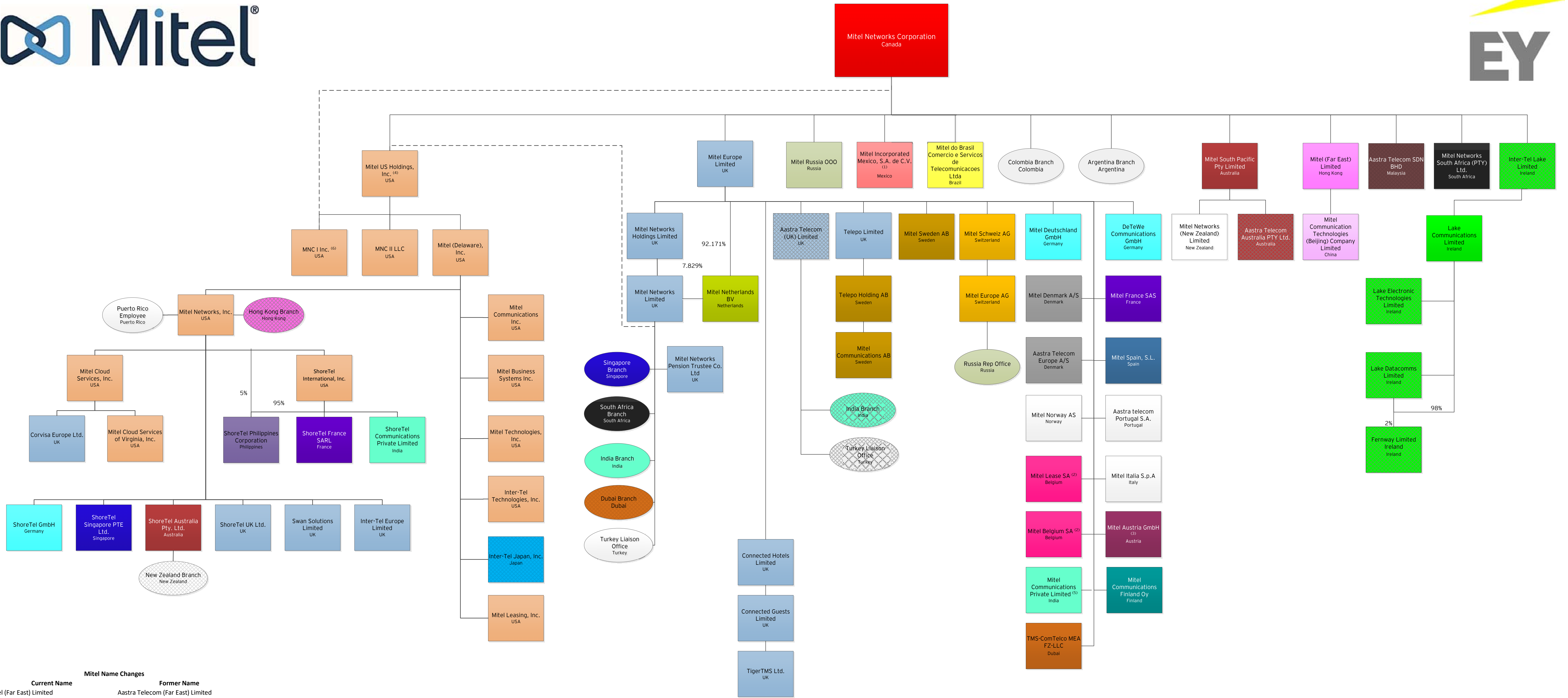
² See IBFS File No. ITC-T/C-20070608-00221 (transferring control from Inter-Tel (Delaware), Inc. to Mitel) (granted Dec. 19, 2007).

The Transaction was seamless and communicated to Mitel Cloud's customers, and in no event will it result in the discontinuance or material reduction, loss, or impairment of service to customers, except as otherwise previously agreed by the parties under contract. All existing customers of Mitel Cloud will continue to be served by Mitel Cloud pursuant to its existing authorizations, at existing rates, terms and conditions. For the Commission's reference, charts depicting the current and post-closing entity ownership structure of the Parties are provided as Exhibit A.

Exhibit A

Pre Close Organizational Chart

Post Close Organizational Chart



Mitel Name Changes	
Current Name	Former Name
Mitel (Far East) Limited	Aastra Telecom (Far East) Limited
Mitel Austria GmbH	Aastra Austria GmbH
Mitel Belgium SA	Aastra Belgium SA
Mitel Cloud Services of Virginia, Inc.	Mitel Netsolutions of Virginia, Inc.
Mitel Cloud Services, Inc.	Mitel NetSolutions, Inc.
Mitel Communication Technologies (Beijing) Company Limited	Aastra Communication Technologies (Beijing) Company Limited
Mitel Communications AB	Telepo AB
Mitel Communications Finland Oy	Aastra Finland Oy
Mitel Communications Inc.	Aastra USA Inc.
Mitel Denmark A/S	Aastra Telecom Denmark A/S
Mitel Deutschland GmbH	Aastra Deutschland GmbH
Mitel Europe AG	Aastra Europe AG
Mitel France SAS	Aastra France SAS
Mitel Incorporated Mexico, S.A. de C.V.	Aastra Incorporated Mexico, S.A. de C.V.
Mitel Italia S.p.A	Aastra Italia S.p.A
Mitel Lease SA	Aastra Lease SA
Mitel Netherlands BV	Aastra Telecom Netherlands BV
Mitel Networks South Africa (PTY) Ltd.	Aastra Telecom South Africa (Proprietary) Limited
Mitel Norway AS	Aastra Telecom Norway AS
Mitel Russia OOO	Aastra RUS OOO
Mitel Schweiz AG	Aastra Telecom Schweiz AG
Mitel Spain, S.L.	Aastra Telecom S.L
Mitel Sweden AB	Aastra Telecom Sweden AB
Mitel Do Brasil Comercio e Servicos De Telecomunicacoes Ltda.	Aastra Telecom Do Brasil Industria e Comercio Ltda.

(1) Mitel Networks Limited owns 1% of Entity
 (2) Mitel Networks Corporation owns less than 1% interest in Entity
 (3) Mitel Austria GmbH Slovenia, Poland and Czech Republic employees and a rep office in Hungary
 (4) Mitel Networks Limited owns 1,000 Non-Voting Class A Preference Shares
 (5) Mitel Europe Limited owns 99% of this Entity and an individual, Siddalgatta Srinath owns 1% of Entity
 (6) Mitel Networks Corporation owns 4,346 preferred shares of MNC I Inc.

To be dissolved