

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

In the Matter of the Joint Application of)	
)	
GCX Holdings Limited,)	WC Docket No. 21-_____
Transferor,)	File No. ITC-T/C-2021_____
)	File No. ITC-T/C-2021_____
Vanco US, LLC)	File No. ITC-T/C-2021_____
Vanco Solutions, Inc.)	
Reliance Globalcom Services, Inc.,)	
Licensee,)	
)	
and)	
)	
Reef Bidco Limited)	
Transferee,)	
)	
for Authority Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended, and)	
Sections 63.04 and 63.24 of the Commission’s)	
Rules to Transfer Control of a Domestic and)	
International Section 214 Carrier)	

JOINT APPLICATION

I. INTRODUCTION

GCX Holdings Limited (“GCX” or “Transferor”), Vanco US, LLC (“Vanco US”), Vanco Solutions, Inc. (“Vanco Solutions”), Reliance Globalcom Services, Inc. (“RGSI”) (collectively “Licensees”), and Reef Bidco Limited (“RBL” or “Transferee”) (collectively, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.04, 63.18 and 63.24 of the Rules of the Federal Communications Commission (“Commission” or “FCC”), 47 C.F.R. §§ 63.04, 63.18, 63.24, to transfer ownership and control of Licensees, which hold authority under Section 214 to provide domestic and international telecommunications services, from

Transferor to Transferee (the “Transaction”). The Transaction will result in a change in the ownership of Licensees.

II. DESCRIPTION OF THE APPLICANTS

A. Licensee

1. Vanco US, LLC

Vanco US is a Delaware limited liability company with a principal place of business in Aurora, Colorado. Vanco US provides domestic and international managed network, Ethernet, and private line services to enterprise customers. Vanco US holds international Section 214 authority to provide global or limited global facilities-based and resale services and relies on the blanket Section 214 authorization in 47 C.F.R. § 63.01 to provide domestic interstate services. Vanco US provides some intrastate services (mostly unregulated or private carriage), as requested from time to time by its customers. Vanco US provides service in Colorado, Florida, Indiana, Massachusetts, Michigan, New York, Oregon, Washington and Wisconsin.

2. Vanco Solutions, Inc.

Vanco Solutions is a Delaware corporation with a principal place of business in Aurora, Colorado. Vanco Solutions currently does not have any telecommunications service customers. Vanco Solutions can offer domestic and international services to enterprise customers. Previously, Vanco Solutions provided domestic and international managed network, Ethernet, and private line services to enterprise customers. Vanco Solutions holds international Section 214 authority to provide global or limited global facilities based and resale services.

3. Reliance Globalcom Services, Inc.

RGSI is a Delaware corporation with a principal place of business in Aurora, Colorado. RGSI does not have any customers. Previously, RGSI provided domestic and international managed network, Ethernet, and private line services to enterprise customers. RGSI holds

international Section 214 authority to provide global or limited global facilities based and resale services.

B. Transferor - GCX Holdings Limited

GCX is incorporated in Bermuda. GCX is the indirect parent of Licensees. Through its subsidiaries, GCX owns and operates submarine cable systems and competitive telecommunications service providers globally. In addition to Licensees, GCX's subsidiary, FLAG Telecom Limited, a Bermuda entity, owns and operates the FLAG Atlantic-1 System (connecting the United States, United Kingdom, and France). FLAG Telecom Networks USA, an indirect subsidiary of FLAG Telecom Limited, owns and operates the U.S.-territory portions of the FLAG Atlantic-1 System.

C. Transferee – Reef Bidco Limited

RBL is a private limited holding company incorporated under the laws of England and Wales. It is an indirect subsidiary of 3i Infrastructure plc ("3iN"), which is a Jersey public limited company (and United Kingdom tax resident company) that is listed on the London Stock Exchange (ticker: 3iN). 3iN is a listed investment fund and its portfolio consists of communications, energy, social infrastructure, transport and logistics, and utilities companies predominantly based in Europe. 3iN is managed by 3i Investments plc ("3i Investments"), which is a public limited company incorporated under the laws of England and Wales. 3i Investments is an investment manager that is a wholly-owned subsidiary of 3i Group plc ("3i Group"), which is a public limited company that is incorporated under the laws of England and Wales, and is based in London. 3i Group is an investment fund and fund manager, and is listed on the London Stock Exchange (ticker: III).

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Share Sale and Purchase Agreement (the "Agreement") dated as of November 17, 2021, by and among Transferor's stockholders (Bardin Hill Investment

Partners LP, Portsea Asset Management LLP, and Värde Partners Inc.) and Transferee, Transferee will acquire one hundred percent (100%) of the outstanding shares of stock and ownership interests of Transferor. As a result, at closing of the Transaction, the Licensees will each become indirect subsidiaries of 3i Infrastructure, which itself is managed by a subsidiary of 3i Group. For the Commission's reference, charts depicting the Applicants' current ownership structure, as well as the expected ownership structure post-closing are provided as **Exhibit A**.

IV. PUBLIC INTEREST STATEMENT

The Transaction offers significant public interest benefits without any countervailing public interest harms and should therefore be approved. The change in ultimate control of the Licensees will occur at the parent level and will not involve the assignment of operating authority, assets, or customers. Moreover, the Licensees will be able to draw upon the extensive financial, managerial and operational experience of 3i Group and its affiliates. The Transaction will result in the transfer of control of Licensees to a well-qualified company with a strong management team. Moreover, Licensees will be ultimately controlled by an entity (*i.e.*, 3i Group) which both the Commission and the Team Telecom reviewing agencies have extensively and thoroughly vetted recently. The Commission found that 3i Group's acquisition of a controlling interest in another licensed telecommunications provider was consistent with the public interest, convenience, and necessity.¹

At the same time, the management, operations and customer-facing teams of the Licensees will continue to manage their day-to-day businesses following completion of the Transaction. The Licensees thus will continue to be operated by highly experienced, well-

¹ See *International Authorizations Granted* Public Notice, 2019 WL 857619 (Int'l Bur. Feb. 21, 2019); *Domestic Section 214 Application Granted for the Transfer of Control of Tampnet Inc. to Colombo Topco Limited*, Public Notice, 2019 WL 762265 (WCB Feb. 15, 2019). Pursuant to these public notices, the Commission granted an application for the transfer of control of Tampnet Inc. from Brent Infrastructure I B.V. to Colombo Topco Limited, whose ultimate parent company is 3i Group.

qualified personnel. Licensees will have access to the operational and managerial resources of 3i Infrastructure and such support will strengthen their competitive position.

The Transaction will be seamless to Licensees' customers. Immediately following the Transaction, Licensee will continue to provide service to its customers at the same rates, terms, and conditions and without interruption. Any future changes in the rates, terms, or conditions of service will be undertaken in response to market conditions and consistent with any applicable federal and state requirements. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules because the certificated, customer-facing service provider will be unchanged. In fact, there will not be any system cutover or network-based transition for existing customers.

Finally, the Transaction will not diminish competition. RBL does not provide telecommunications services in the United States. And while its indirect affiliate, Tampnet Inc. provides telecommunications services in the United States, such services are limited to wireless and deep-water fiber broadband service offerings provided to offshore oil and gas exploration and production facilities, other maritime businesses, and Tier 1 mobile carriers in the Gulf of Mexico region, which is wholly unrelated to and distinct from the types of services Licensees offer. Therefore, they do not currently compete with the Licensees and the Transaction will not lessen competition in the markets currently served by Licensees.

V. INFORMATION REQUIRED BY SECTION 63.24(e), 63.18

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Application:

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

Licensees and Transferor

Vanco US, LLC **FRN: 0020057881**
3190 S. Vaughn Way, Suite 550
Aurora, Colorado 80014
Tel: +1 303-785-6440

Vanco Solutions, Inc. **FRN: 0020057964**
3190 S. Vaughn Way, Suite 550
Aurora, Colorado 80014
Tel: +1 303-785-6440

Reliance Globalcom Services, Inc. **FRN: 0008072803**
3190 S. Vaughn Way, Suite 550
Aurora, Colorado 80014
Tel: +1 303-785-6440

Transferor

GCX Holdings Limited **FRN: 0029061348**
World Business Centre 2
Newall Road
Middlesex
TW6 2SF
United Kingdom
Tel: +1 44-20-8636-1712

Transferee

Reef Bidco Limited **FRN: 0031667421**
16 Palace Street
London SW1E 5JD
United Kingdom
Tel: +1 44 20-7975-3131

63.18 (b) Jurisdiction of Organizations:

Transferor: GCX Holdings Limited is a Bermuda limited company.

Licensees: Vanco US, LLC is a Delaware limited liability company.
Vanco Solutions, Inc. is a Delaware corporation.
Reliance Globalcom Services, Inc. is a Delaware corporation.

Transferee: Reef Bidco Limited is an English private limited company.

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

For Transferor and Licensees:

Andrew D. Lipman
Ulises R. Pin
Joshua M. Bobeck
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
andrew.lipman@morganlewis.com
ulises.pin@morganlewis.com
joshua.bobek@morganlewis.com

For Transferee:

K.C. Halm
John Nelson
Carolyn Mahoney
Davis Wright Tremaine LLP
1301 K St. NW Suite 500
Washington, DC 20005
Tel: 202-973-4200
Fax: 202-973-4499
kchalm@dwt.com
johnnelson@dwt.com
carolynmahoney@dwt.com

with a copy to:

Jocelyn Cho
General Counsel
World Business Centre 2
Newall Road
Middlesex
TW6 2SF
United Kingdom
Tel: +44 20-8636-1712
jcho@globalcloudxchange.com

with a copy to:

Edward Pike
Legal Counsel, 3i Infrastructure plc
16 Palace Street
London
SW1E 5JD
United Kingdom
Tel: +44 (0) 20 7975 3136
edward.pike@3i.com

63.18(d) Section 214 Authorizations

Transferor: GCX Holdings Limited does not hold any Section 214 authority.

Licensees: Vanco US, LLC holds blanket domestic Section 214 authority and holds international Section 214 authority granted in ITC-214-2007-0703-00260.

Vanco Solutions, Inc. holds blanket domestic Section 214 authority and holds international Section 214 authority granted in ITC-214-20070703-00260.

Reliance Globalcom Services, Inc. holds blanket domestic Section 214 authority and holds international Section 214 authority granted in ITC-214-2003-1104-00505.

Transferee: RBL does not hold any Section 214 authority.

63.18 (h) Ownership

Following consummation of the proposed Transaction, the following persons or entities will hold, directly or indirectly, a 10% or greater interest in Licensees as calculated pursuant to

the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Vanco US, LLC and Vanco Solutions, Inc.

VNO Direct Limited (“VNO Direct”)

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: VNO Direct holds a 100% voting and economic interest in Vanco US, LLC and Vanco Solutions, Inc.

Vanco Group Limited (“Vanco Group”)

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Vanco Group holds a 100% voting and economic interest in VNO Direct.

GCX Managed Services Limited (“GCX Managed Services”)

Address: Cedar House, Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda

Place of Organization: Bermuda

Principal Business: Holding company

Relationship: GCX Managed Services holds a 100% voting and economic interest in Vanco Group.

GCX Global Limited (“GCX Global”)

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom (registered address at Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda)

Place of Organization: Bermuda

Principal Business: Telecommunications

Relationship: GCX Global holds a 100% voting and economic interest in GCX Managed Services.

GCX Holdings Limited

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom (registered address at Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda)

Place of Organization: Bermuda

Principal Business: Telecommunications

Relationship: GCX Holdings Limited holds a 100% voting and economic interest in GCX Global.

Reef Bidco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Bidco Limited will upon consummation of the Transaction (but does not currently) hold a 100% voting and economic interest in GCX Holdings Limited.

Reef Midco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Midco Limited holds a 100% voting and economic interest in Reef Bidco Limited.

Reef Topco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Topco Limited holds a 100% voting and economic interest in Reef Midco Limited.

3i Infrastructure plc²

Address: 12 Castle Street, Saint Helier, Jersey JE2 3RT

Place of Organization: Jersey

Principal Business: Listed investment fund

Relationship: 3i Infrastructure plc currently holds a 100% voting and economic interest in Reef Topco Limited. Upon consummation of the Transaction, 3i Infrastructure plc is expected to hold approximately a greater than 95% voting and economic interest in Reef Topco Limited.

3i Investments plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Investment manager

Relationship: 3i Investments plc currently is the exclusive investment manager to 3i Infrastructure plc. As a result, 3i Investments plc will have indirect control over the day-to-day management of Reef Bidco Limited.

3i plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: 3i plc holds a 100% voting and economic interest in 3i Investments plc.

² 3i Infrastructure is publicly listed on the London Stock Exchange (Ticker: 3IN).

3i Holding plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: 3i Holding plc holds a 100% voting and economic interest in 3i plc.

3i Group plc³

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Listed investment fund and fund manager

Relationship: 3i Group holds an approximate 30% equity interest in 3i Infrastructure plc⁴ and 100% of the voting and economic interest 3i Investments plc.

To Applicants' knowledge, upon closing the Transaction no other persons or entities are expected to hold 10% or more of the equity and/or voting interests, directly or indirectly, in Vanco and Vanco Solutions.

Reliance Globalcom Services, Inc.**Yipes Holdings, Inc. ("YIPES Holdings")**

Address: 3190 S. Vaughn Way, Suite 550, Aurora, Colorado 80014

Place of Organization: Delaware

Principal Business: Holding company

Relationship: YIPES Holdings holds a 100% voting and economic interest in Reliance Globalcom Services, Inc.

GCX Managed Services Limited ("GCX Managed Services")

Address: Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda

Place of Organization: Bermuda

Principal Business: Holding company

Relationship: GCX Managed Services holds a 100% voting and economic interest in YIPES Holdings.

GCX Global Limited ("GCX Global")

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom (registered address at Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda)

Place of Organization: Bermuda

Principal Business: Holding company

Relationship: GCX Global holds a 100% voting and economic interest in GCX Managed Services.

³ 3i Group plc is publicly listed on the London Stock Exchange (Ticker: III).

⁴ Other than 3i Group plc, no other individual or entity holds a direct or indirect voting or equity interest in 3i Infrastructure of 10% or more. The remaining shares of 3i Infrastructure are publicly held and widely dispersed.

GCX Holdings Limited

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom (registered address at Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda)

Place of Organization: Bermuda

Principal Business: Holding company

Relationship: GCX Holdings Limited holds a 100% voting and economic interest in GCX Global.

Reef Bidco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Bidco Limited will upon consummation of the Transaction (but does not currently) hold a 100% voting and economic interest in GCX Holding Limited.

Reef Midco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Midco Limited holds 100% voting and economic interest in Reef Bidco Limited.

Reef Topco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Topco Limited holds 100% voting and economic interest in Reef Midco Limited.

3i Infrastructure plc

Address: 12 Castle Street, Saint Helier, Jersey JE2 3RT

Place of Organization: Jersey

Principal Business: Listed investment fund

Relationship: 3i Infrastructure plc currently holds 100% voting and economic interest in Reef Topco Limited. Upon consummation of the Transaction, 3i Infrastructure plc will hold approximately a greater than 95% voting and economic interest in Reef Topco Limited.

3i Investments plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Investment manager

Relationship: 3i Investments plc currently is the exclusive investment manager to 3i Infrastructure plc. As a result, 3i Investments plc will have indirect control over the day-to-day management of Reef Bidco Limited.

3i plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: 3i plc holds a 100% voting and economic interest in 3i Investments plc.

3i Holding plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: 3i Holding plc holds 100% voting and economic interest in 3i plc.

3i Group plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Listed investment fund and fund manager

Relationship: 3i Group holds an approximate 30% economic interest in 3i Infrastructure plc⁵ and 100% of the voting and economic interest 3i Investments plc.

To Applicants' knowledge, upon closing the Transaction no other persons or entities are expected to hold 10% or more of the equity and/or voting interests, directly or indirectly, in RGSi.

Interlocking Directorates

Neither GCX Holdings Limited nor Reef Bidco Limited have any interlocking directorates with foreign carriers. Licensees will continue to have the following interlocking directorates with foreign carriers:

Name: Brad Kneller

Entities: FLAG Atlantic UK Limited, FLAG Telecom Ireland DAC, FLAG Telecom España Network SAU, Flag Telecom Nederland B.V., FLAG Atlantic France SAS, Vanco Australasia Pty Limited, , Vanco GmbH, Vanco Switzerland AG, Vanco UK Limited, Euronet Spain SA, Vanco Srl, Vanco SAS, Vanco BV, Vanco Deutschland GmbH, Vanco Japan KK, and Vanco Sweden AB

Name: Victor Silkin

Entities: FLAG Atlantic UK Limited, FLAG Telecom Deutschland GmbH, FLAG Atlantic France SAS, Vanco GmbH, Vanco (Asia Pacific) Pte Limited, Vanco UK

⁵ Other than 3i Group plc, no other individual or entity holds a direct or indirect voting or equity interest in 3i Infrastructure of 10% or more. The remaining shares of 3i Infrastructure are publicly held and widely dispersed.

Limited, Vanco Global Limited, Vanco International Limited, Vanco Row Limited, Euronet Spain SA, Vanco SAS, Vanco Deutschland GmbH, and Vanco Japan KK

63.18 (i) Certification Regarding Foreign Carrier

Applicants certify that none is a foreign carrier. Licensees are affiliated with the following foreign carriers:

Vanco Australasia Pty Limited (Australia)
Vanco NV (Belgium)
FLAG Atlantic France SAS (France)
Vanco SAS (France)
FLAG Telecom Deutschland GmbH (Germany)
Vanco GmbH (Germany)
Vanco Deutschland GmbH (Germany)
FLAG Telecom Asia Limited (Hong Kong)
FLAG Telecom Ireland DAC (Ireland)
Vanco Srl (Italy)
FLAG Telecom Japan Limited (Japan)
Vanco Japan KK (Japan)
Seoul Telenet, Inc (Republic of Korea)
FLAG Telecom Nederland B.V. (Netherlands)
Vanco BV (Netherlands)
FLAG Telecom Singapore Pte. Limited (Singapore)
Vanco (Asia Pacific) Pte Limited (Singapore)
FLAG Telecom Espana Network SAU (Spain)
Euronet Spain SA (Spain)
Vanco Sweden AB (Sweden)
Vanco Switzerland AG (Switzerland)
FLAG Telecom Taiwan Limited (Taiwan)
FLAG Atlantic UK Limited (United Kingdom)
Vanco UK Limited (United Kingdom)
Vanco International Limited (United Kingdom)
Vanco ROW Ltd. (United Kingdom)
Vanco Global Limited (United Kingdom)
VNO Direct Limited (United Kingdom)

Following the Transaction's close, Licensees will also be affiliated with the following foreign carriers:

Tampnet AS (Brazil, Canada, Denmark, Germany, Netherlands, Norway, United Kingdom)
Tampnet Canada Inc. (Canada)
Tampnet Netherlands B.V. (Netherlands)
Tampnet Oceania Pty Ltd (Australia)
Tampnet Serviços de Telecomunicação Ltda (Brazil)
Tampnet Sweden AB (Sweden)

Tampnet Telecom do Brasil Ltda (Brazil)
Tampnet UK Ltd. (United Kingdom)

63.18 (j)

Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) Any Applicant is a foreign carrier in that country;
- (2) Any Applicant controls a foreign carrier in that country;
- (3) Except as identified above, any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Except as identified above, two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant 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.

63.18 (k)

No response is required, as the Applicants did not identify any non-WTO markets in response to 47 C.F.R. § 63.18(j).

63.18 (l)

Not applicable.

63.18 (m)

Applicants presumptively qualify for non-dominant treatment pursuant to Section 63.10(a)(3) of the Commission's Rules. Each of the Licenses' affiliates hold significantly less than a 50-percent market share in the international transport and local access markets in its respective country.

63.18 (n)

As evidenced by the signature of each Applicant to this Application, 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.

63.18 (o)

As evidenced by the signature of each Applicant to this Application, Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p)

Although Applicants are not requesting streamlined processing pursuant to Section 63.12(c)(1)(ii) of the Commission's Rules, 47 C.F.R. § 63.12(c), Applicants qualify for a presumption of non-dominance under Section 63.10(a)(3) because each of their affiliates lack a 50% market share in the relevant service market on the foreign end of all routes. Further, the Commission has recently evaluated the public interest benefits of 3i Group's position as a controlling interest holder in licensed telecommunications providers and found such interests to be consistent with the public interest.⁶ Therefore, the Commission should expeditiously approve this application, and accompanying applications.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

63.04(a)(6): Description of the Transaction

A description of the proposed Transaction is set forth in **Section III** above.

63.04(a)(7): Geographic Areas Served

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

⁶ *See supra* note 1 and accompanying text.

Transferor: GCX is not authorized to provide domestic or telecommunications services.

Licensee: Vanco US provides domestic and international managed network, Ethernet, and private line telecommunications services to enterprise.

Vanco Solutions does not provide domestic or international telecommunications services at this time.

RGSI does not provide domestic or international telecommunications services at this time.

Transferee: RBL is not is not authorized to provide domestic telecommunications services.

63.04(a)(9): Additional FCC Applications

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). In conjunction with this Application the Applicants are also filing a parallel application for consent to transfer control of the submarine cable landing license for the FLAG Atlantic-1 system currently licensed to FLAG Telecom Limited to Transferee.

63.04(a)(10): Special Consideration Requests

Although no party to the Transaction is facing imminent business failure, prompt completion of the proposed Transaction is important to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the Transaction.

63.04(a)(12): Public Interest Statement

A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in **Section IV** above.

VII. NATIONAL SECURITY CONSIDERATIONS

Licensees have provided a Letter of Assurances dated November 25, 2020, to the U.S. Department Justice, providing certain commitments with regard to their licenses and operations (“LOA”).⁷ By their signatures herein, Applicants certify that after the closing of the Transaction, they will continue to abide by the commitments made in the LOA.

VIII. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

/s/

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Ulises R. Pin
Joshua M. Bobeck
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Counsel for Transferor and Licenses

/s/

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johnnelson@dwt.com
carolynmahoney@dwt.com

Counsel for Transferee

November 24, 2021

⁷ Licensees’ affiliate FLAG Telecom Limited has entered into a separate LOA regarding its submarine cable landing license.

EXHIBIT A

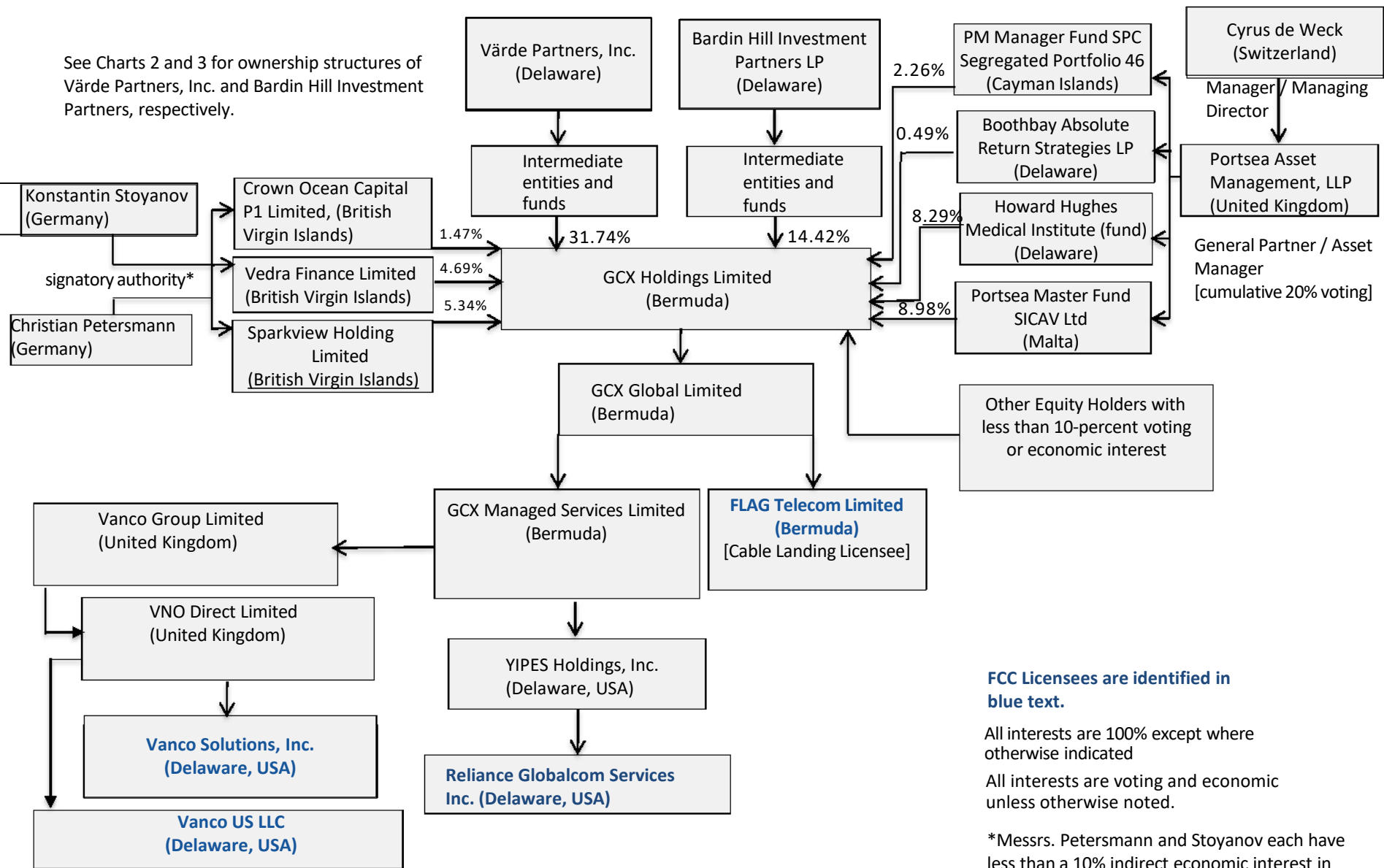
CURRENT AND POST-OWNERSHIP STRUCTURE OF LICENSEES

**Applicant's Pre-Close
Disclosable Interest Holder Ownership
Structure**

GCX Holdings Limited and Authority Holders Ownership Structure

Chart 1

See Charts 2 and 3 for ownership structures of Värde Partners, Inc. and Bardin Hill Investment Partners, respectively.



FCC Licensees are identified in blue text.

All interests are 100% except where otherwise indicated

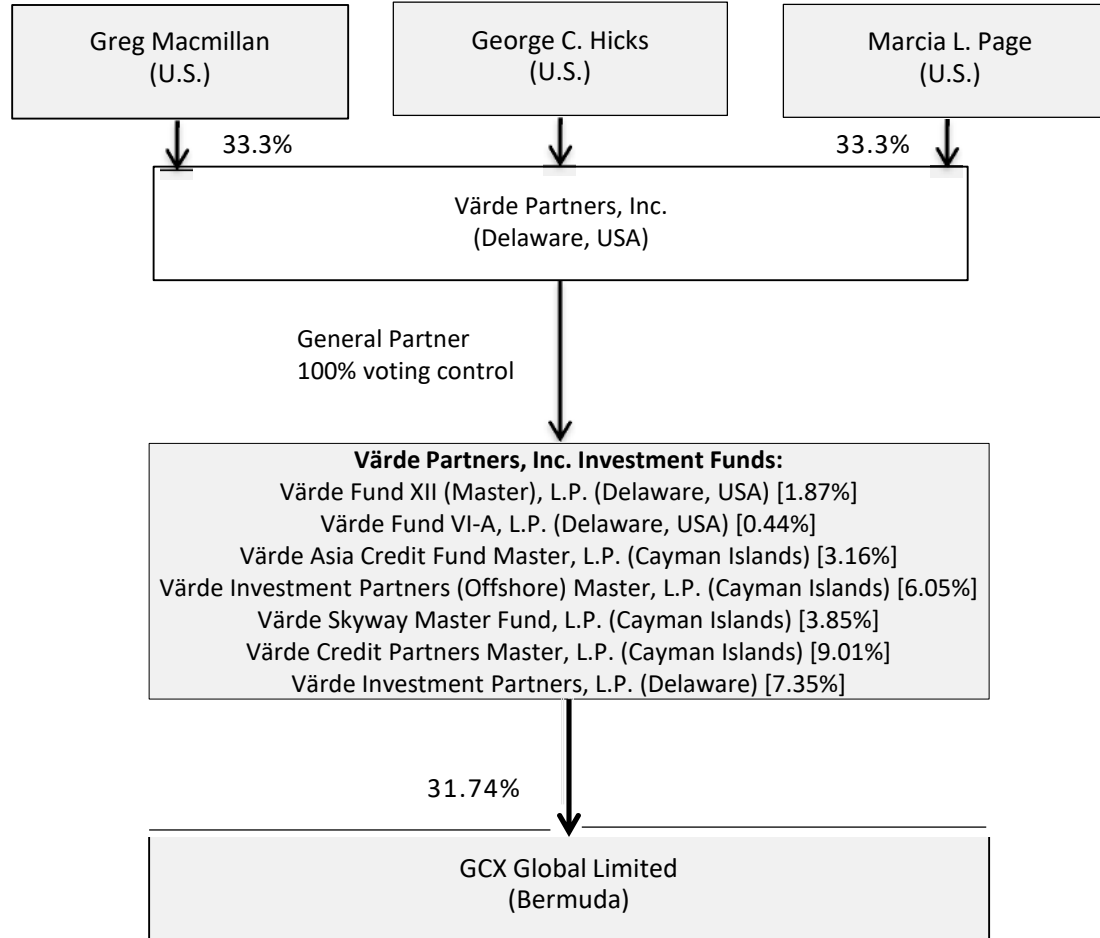
All interests are voting and economic unless otherwise noted.

*Messrs. Petersmann and Stoyanov each have less than a 10% indirect economic interest in GCX Limited.

Värde Partners, Inc. Ownership Structure

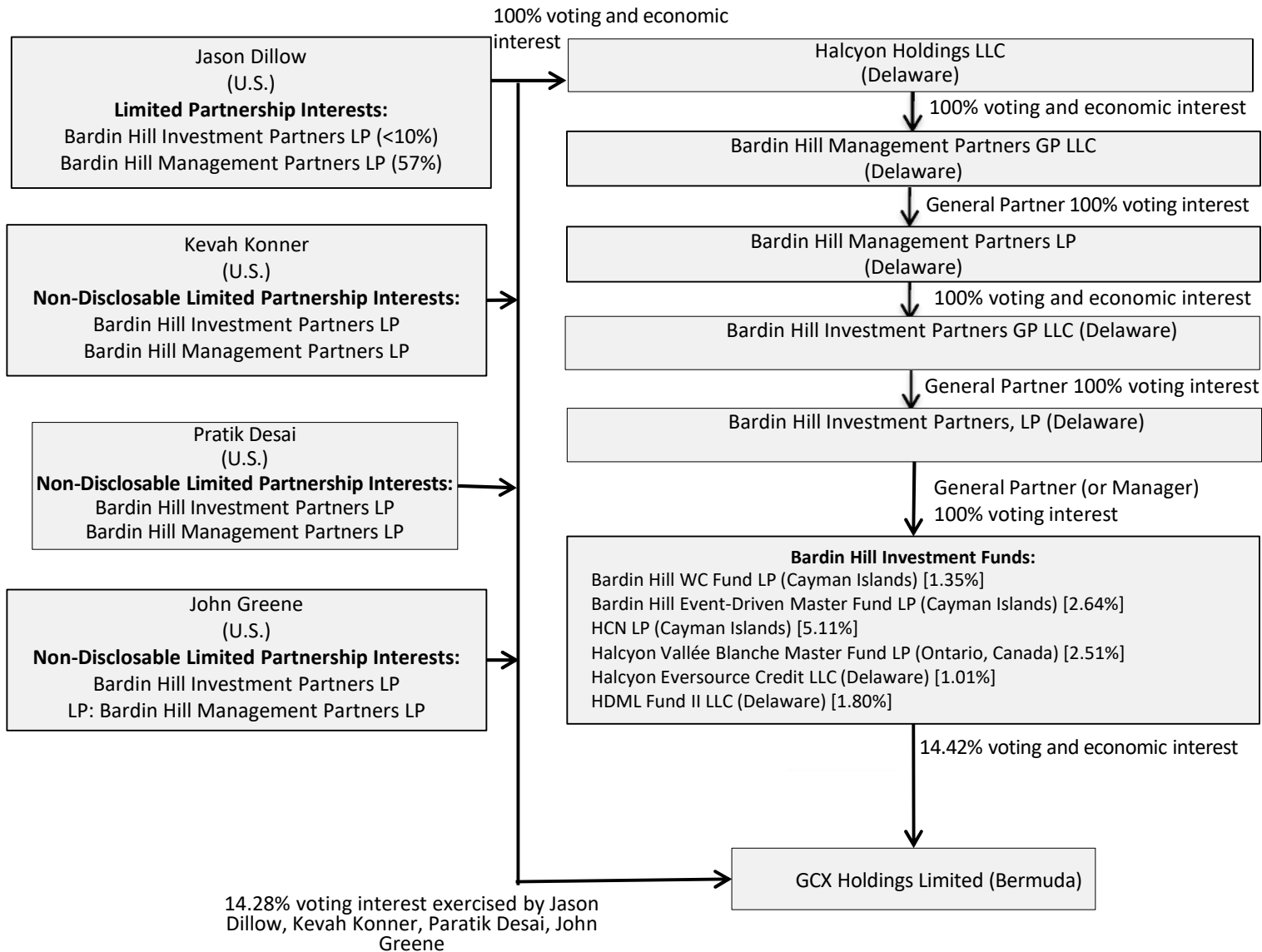
Chart 2

All interests are voting and economic unless otherwise stated



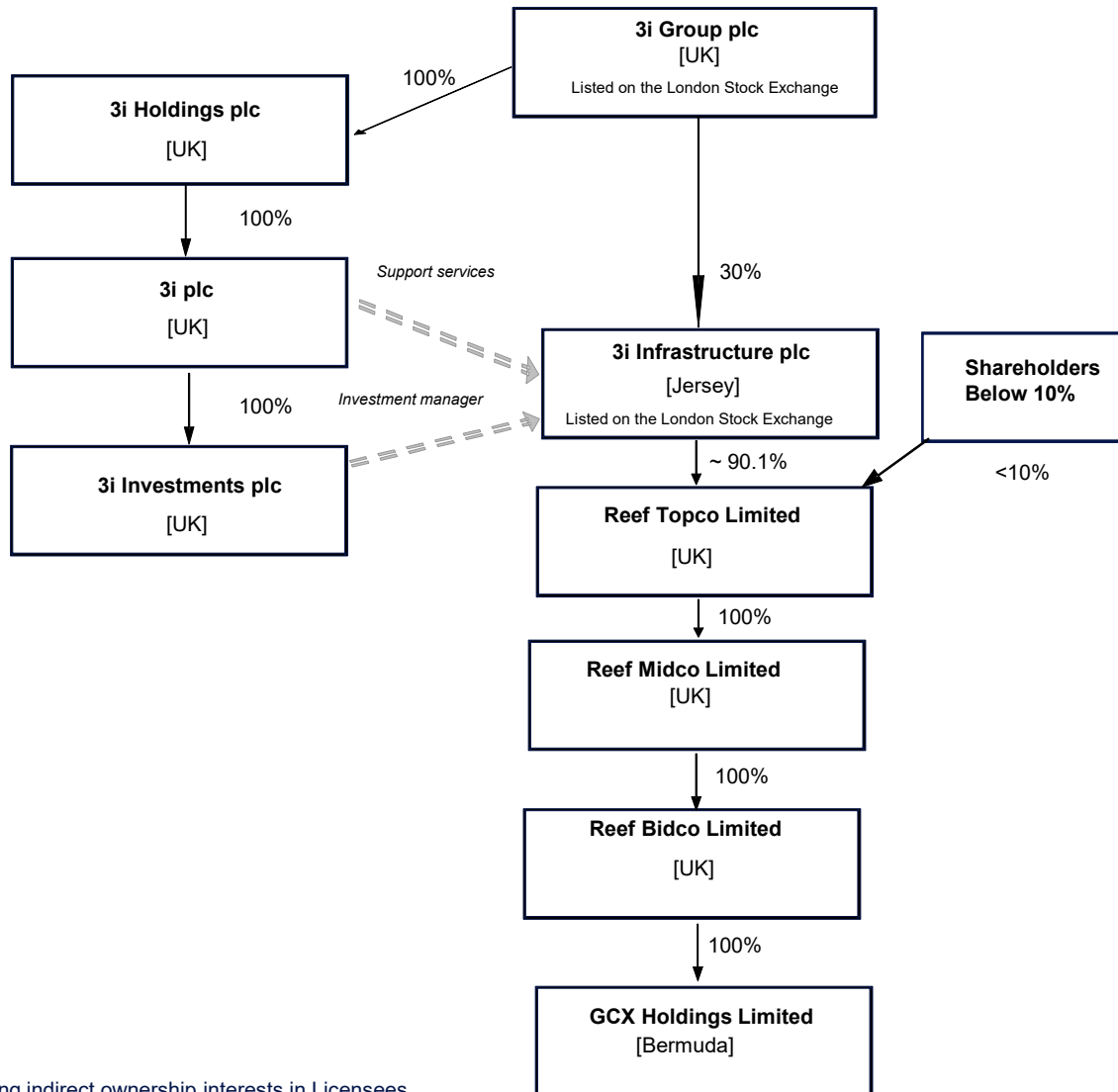
Bardin Hill Ownership Structure

Chart 3



**Applicant's Post-Close
Disclosable Interest Holder Ownership
Structure**

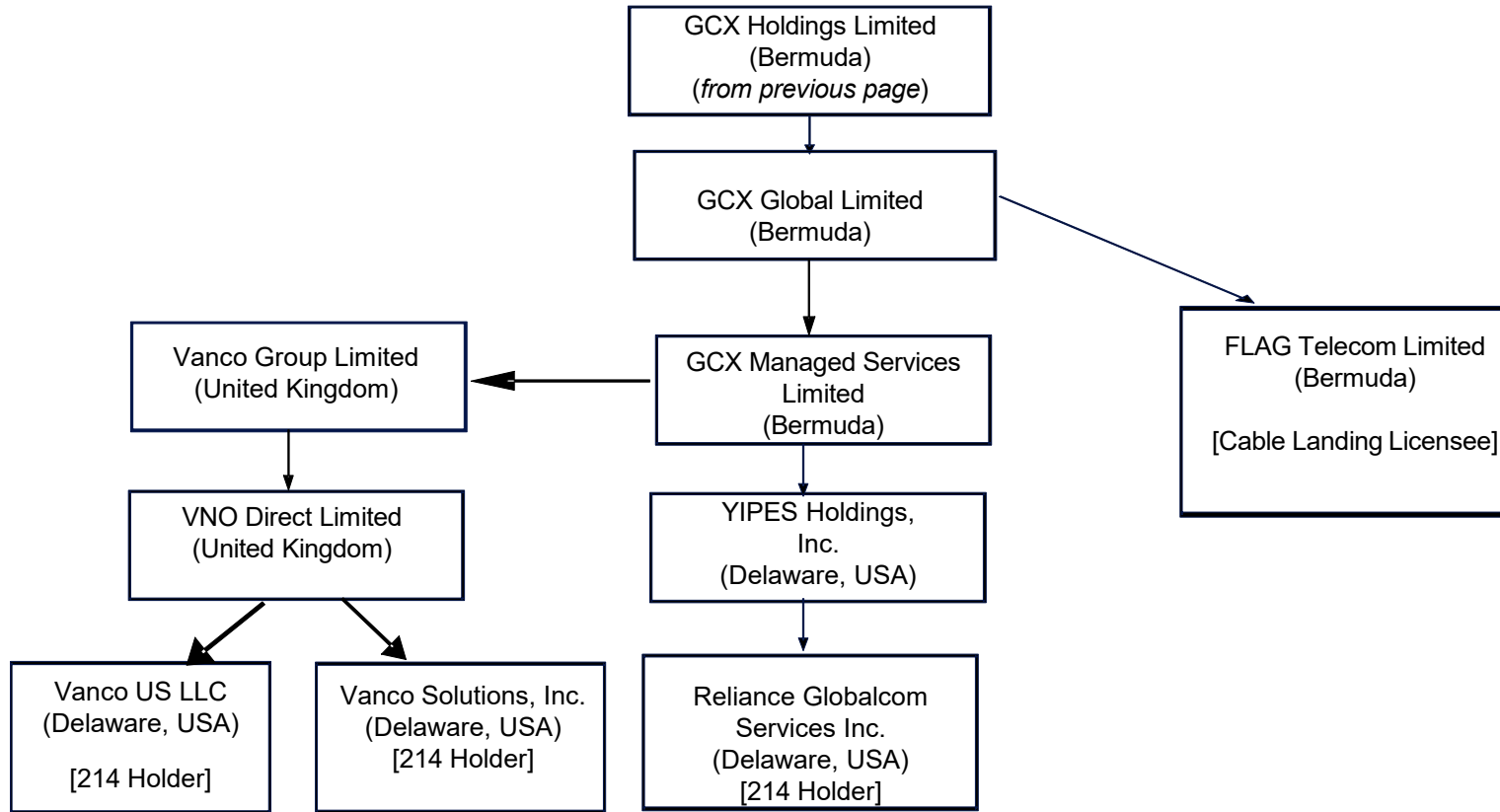
Post-close Organizational Structure Chart



NOTES:

1. Disclosing indirect ownership interests in Licensees.
2. No other entity holds a disclosable interest.
3. Voting and equity interests equivalent, unless otherwise stated.
4. All links represent 100% direct ownership and control unless stated otherwise.
5. 3i plc provides support services to 3i Infrastructure plc.
6. 3i Investments plc is the exclusive investment manager to 3i Infrastructure plc.

Post-close Organizational Structure Chart



NOTES:

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3. Voting and equity interests equivalent, unless otherwise stated.
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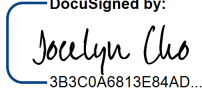
VERIFICATIONS

VERIFICATION

I, Jocelyn Cho, state that I am an Authorized Representative of GCX Holdings Limited (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company, its parents, subsidiaries and affiliates 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: November 22, 2021

By:  _____

Name: Jocelyn Cho
Title: General Counsel
For and on behalf of GCX Holdings Limited

VERIFICATION

I, Tim Short, state that I am an Authorized Representative of Reef Bidco Limited (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company 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 23rd day of November, 2021.



By:

Tim Short
Partner – UK/Infrastructure, 3i Group plc
For and on behalf of Reef Bidco Limited
Dated: November 23, 2021