

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

In the Matter of)	
)	
Telia Company AB, <i>Transferor</i>)	WC Docket No. 20-____
)	
Telia Carrier U.S. Inc., <i>Licensee</i>)	
)	
and Oura BidCo US, Inc., <i>Transferee</i>)	ITC-T/C-2020-_____
)	
Joint Application for Consent to Transfer)	
Control of International and Domestic Authority)	
Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended)	

**JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL OF
DOMESTIC AND INTERNATIONAL AUTHORITY PURSUANT TO SECTION 214
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended, ("the Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04 and 63.24, Telia Company AB ("Transferor" or "Telia Company"), Telia Carrier U.S. Inc. ("Licensee" or "Telia Carrier"), and Oura BidCo US, Inc. ("Transferee" or "BidCo US") hereby request Commission consent to the transfer of control of domestic and international Section 214 authority held by Telia Carrier from Telia Company to Oura BidCo US, Inc., which is an indirect wholly owned U.S. subsidiary of Polhem Infra KB.¹ This Joint Application is being filed simultaneously with the Wireline Competition Bureau and the International Bureau.

I. Description of the Applicants

A. Transferor and Licensee

¹ Transferor, Licensee and Transferee may be collectively referred to as the "Applicants" herein.

Licensee Telia Carrier has operated in the U.S. since 1996 and operates a nationwide fiber-optic communications network. Licensee historically has provided carrier-grade or “wholesale” services to carriers, content providers, operators and enterprises and offers a range of information services and telecommunications services. In this last regard, Licensee provides international ordinary long-distance services to other carriers and interstate and international long-distance private line services to wholesale and enterprise customers throughout the U.S. pursuant to its domestic and international Section 214 authority. Licensee, a Delaware corporation, is a direct wholly owned subsidiary of Transferor Telia Company, a Swedish multinational telecommunications company.

B. Transferee

Transferee BidCo US is a corporation organized under the laws of Delaware for purposes of completing the proposed transaction. Transferee is indirectly wholly owned by Polhem Infra KB, a Swedish limited partnership that was established in 2019 under Swedish law for the purpose of managing and investing in infrastructural assets for the benefit of the Swedish Parliament and the Swedish people. Polhem Infra KB has three limited partners having equal rights in relation to Polhem Infra KB, all of which are Swedish pension funds: Första AP-fonden (“AP1”), Tredje AP-fonden (“AP3”) and Fjärde AP-fonden (“AP4”) (collectively, “AP Funds”). Polhem Infra AB, in which AP1, AP3, and AP4 also have equal shares and rights, acts as a general partner for Polhem Infra KB. AP funds are regulated further pursuant to the Swedish National Pension Insurance Funds Act (2000:192) (“AP Funds Act”) and managed as part of the buffer capital in the national pension system.

II. Description of the Transaction and Public Interest Showing

The Applicants hereby seek the Commission’s consent to transfer control of the domestic and international Section 214 authority held by Licensee from Transferor to Transferee, which is

a wholly owned indirect subsidiary of Polhem Infra KB. To effectuate the transaction, on October 5, 2020, Transferor and Polhem Infra KB, the indirect parent of the Transferee, entered into the Master Share Purchase Agreement (the “Agreement”), pursuant to which Transferor will sell its entire stake in 34 Telia Carrier subsidiaries, including Licensee, to Polhem Infra KB’s wholly owned indirect subsidiaries. As part of this transaction, Transferor’s stake in Licensee will be sold to Transferee.² Transferee will thus acquire 100 percent direct ownership and control of Licensee and Polhem Infra KB will acquire 100 percent indirect ownership and control of Licensee. For the Commission’s convenience, pre- and post-transaction corporate organizational charts depicting the entities involved in the transfer of control are provided as Exhibit B. Consummation of the transaction is contingent upon, among other things, receipt of all necessary regulatory approvals.

The proposed transaction furthers the public interest, convenience, and necessity. The Transferee is an indirect wholly owned subsidiary of Polhem Infra KB, a well-capitalized fund that invests in and manages infrastructure assets with a strong focus on long-term stewardship and sustainability. Approval of the transaction will advance the public interest by enabling Licensee to maintain and potentially expand its international and domestic business and achieve economies of scale. The transaction will also enable Licensee to continue to be a strong competitor in the highly competitive communications marketplace, to the benefit of U.S. consumers and businesses.

The proposed transaction will be transparent to Licensee’s customers. Following the close of the transaction, all current customers of Licensee will continue to be served by that entity pursuant to its existing authorizations, and Licensee’s customers will continue to receive

² A Local Share Transfer Agreement regarding the entire stake in Licensee will be concluded between Transferor and Transferee on closing of the proposed transaction.

their existing services under the “Telia” name at the same or similar rates, terms, and conditions and without any immediate changes. Further, the proposed transaction will not present any potential harm to competition for telecommunications services in the United States. It will not result in the loss of any provider of telecommunications services or any reduction or diminution in service. Rather, by enabling Licensee to be backed by a well-capitalized parent, the transaction will maintain and enhance competition in the marketplace going forward.

III. Information Required for Filing an Application for Transfer of Control of Domestic and International Section 214 Authorizations

In support of this Joint Application, the Applicants respectfully submit the following information pursuant to Section 63.24(e):

A. Name, Address, Telephone Number, and Jurisdiction of Formation of Applicants, 47 C.F.R. §§ 63.18(a)-(b)

Transferor: Telia Company AB, a Swedish *Aktiebolag* whose primary address is:
Stjärntorget 1
SE-169 94 Solna, Sweden
Tel. +46 771 990100
FRN: 0030069199

Licensee: Telia Carrier U.S. Inc., a Delaware corporation whose primary address is:
2325 Dulles Corner Boulevard
Herndon, VA 20171
Tel. (703) 546-4000
FRN: 0004370441

Transferee: Oura BidCo US, Inc. a Delaware corporation whose primary address is:
c/o CSC Global
251 Little Falls Drive
Wilmington, DE 19808
Tel. 1-866-403-5272
FRN: 0030072490

B. Contact Information for Applicants and Section 214 Authority Held by Each, 47 C.F.R. §§ 63.18(c)-(d)

Transferor and Licensee Contact Information:

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Telia Company AB
c/o Financial Services AP
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markus.larsson@teliacompany.com

Brian McHugh
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2325 Dulles Corner Boulevard
Herndon, VA 20171
Tel. (703) 546-4000
brian.mchugh@teliacompany.com

With a copy to:

Robert E. Stup, Jr.
Squire Patton Boggs LLP (US)
2550 M Street NW
Washington, DC USA 20037
Tel: (202) 626-6721
robert.stup@squirepb.com

Transferor International Section 214 Authority:

Transferor is an *Aktiebolag*, a corporation organized under the laws of Sweden.

Transferor wholly owns Licensee but does not itself hold any international Section 214 authorizations. Licensee's international Section 214 authorizations are listed in Exhibit A.

Transferee Contact Information

Jan Christer Mikael Lundin
Oura BidCo US, Inc.
Norrländsgatan 12
111 44 Stockholm, Sweden
Tel. +46(0) 70 27 80 584
mikael.lundin@polheminfra.se

with a copy to:

Nancy J. Victory
DLA Piper LLP (US)
500 8th Street N.W.

Washington, DC 20004
Tel: 202-799-4216
Fax: 202-799-5616
nancy.victory@dlapiper.com

Transferee International Section 214 Authority:

Transferee is a special purpose vehicle organized under the laws of Delaware, USA, for purposes of completing the proposed transaction. It is indirectly wholly owned by Polhem Infra KB. Transferee does not hold any international Section 214 authorizations itself but will control Licensee upon closing of the proposed transaction.

C. Name, Address, Citizenship and Principal Businesses of Disclosable Interest Holders, 47 C.F.R. § 63.18(h) – Answer to Question 11

Upon consummation of the proposed transaction, the following entities will hold directly or indirectly a ten (10) percent or greater equity interest in the Transferee:

Name: Oura BidCo AB³
Address: c/o Intertrust Sweden, Box 16285
103 25 Stockholm, Sweden
Citizenship: Sweden
Organization Type: *Aktiebolag* (“AB”), a Swedish corporation
Percentage Owned: Upon closing, Oura BidCo AB will directly own 100% of Transferee and indirectly own 100% of Licensee.

Name: Oura MidCo AB
Address: c/o Intertrust Sweden, Box 16285
103 25 Stockholm, Sweden
Citizenship: Sweden
Organization Type: *Aktiebolag* (“AB”), a Swedish corporation
Percentage Owned: Upon closing, Oura MidCo AB will directly own 100% of Oura BidCo AB and indirectly own 100% of Transferee.

Name: Oura LoanCo AB
Address: c/o Intertrust Sweden, Box 16285
103 25 Stockholm, Sweden
Citizenship: Sweden
Organization Type: *Aktiebolag* (“AB”), a Swedish corporation

³ This entity is currently registered in Sweden as “GOLDCUP 26133 AB” but filed necessary paperwork with the Swedish Companies Registration Office on September 29, 2020 to change its corporate name to “Oura BidCo AB.”

Percentage Owned: Upon closing, Oura LoanCo AB will directly own 100% of Oura MidCo AB and indirectly own 100% of Transferee.

Name: Oura TopCo AB
Address: c/o Intertrust Sweden, Box 16285
103 25 Stockholm, Sweden
Citizenship: Sweden
Organization Type: *Aktiebolag* (“AB”), a Swedish corporation
Percentage Owned: Upon closing, Oura TopCo AB will directly own 100% of Oura LoanCo AB and indirectly own 100% of Transferee.

Name: Polhem Infra KB
Address: c/o Intertrust Sweden, Box 16285
103 25 Stockholm, Sweden
Citizenship: Sweden
Organization Type: *Kommanditbolag* (“KB”), a Swedish limited partnership
Percentage Owned: Upon closing, Polhem Infra KB will directly own 100% of Oura TopCo AB and indirectly own 100% of Transferee. Polhem Infra is KB controlled by its general partner Polhem Infra AB.

Name: Polhem Infra AB
Address: c/o Intertrust Sweden, Box 16285
103 25 Stockholm, Sweden
Citizenship: Sweden
Organization Type: *Aktiebolag* (“AB”), a Swedish corporation
Percentage Owned: Polhem Infra AB owns 0.01% of Polhem Infra KB but controls the partnership as general partner. Upon closing, Polhem Infra AB will indirectly control Transferee through its role as general partner of Polhem Infra KB.

Name: Första AP-fonden/First Swedish National Pension Fund (“AP1”)
Address: Regeringsgatan 28
111 53 Stockholm, Sweden
Citizenship: Sweden
Organization Type: Swedish AP Fund⁴
Percentage Owned: AP1 is a 33.33% limited partner of Polhem Infra KB. AP1 also owns a 33.33% equity interest in Polhem Infra AB, the general

⁴ The Swedish AP Funds are independent pension funds that act as a buffer in the Sweden’s national income pension system. The capital reserves of the AP Funds are used to cover the deficit when disbursements from the pension system exceed contributions to the system. The AP Funds’ portfolio consists of equities, fixed income securities, and alternative investments. The AP Funds share the same mission and are governed by the AP Funds Act, which provides a general framework for the investments. However, the AP Funds have different asset management strategies, and the Swedish Government has no direct role in the strategic commercial decisions of any of the AP Funds. The AP Funds are not under the supervision of the Swedish Financial Supervisory Authority. The Swedish Government performs an annual evaluation of the management of the funds’ assets, but otherwise may not interfere with the investment decisions of any of the AP Funds.

partner of Pohem Infra KB. Upon closing, AP1 will thereby indirectly own 33.33% of Transferee.

Name: Tredje AP-fonden/Third Swedish National Pension Fund (“AP3”)
Address: Vasagatan 16
111 91 Stockholm, Sweden
Citizenship: Sweden
Organization Type: Swedish AP Fund
Percentage Owned: AP3 is a 33.33% limited partner of Polhem Infra KB. AP3 also owns a 33.33% equity interest in Polhem Infra AB, the general partner of Polhem Infra KB. Upon closing, AP3 will thereby indirectly own 33.33% of Transferee.

Name: Fjärde AP-fonden/Fourth National Swedish Pension Fund (“AP4”)
Address: Jakobsbergsgatan 16
111 44 Stockholm, Sweden
Citizenship: Sweden
Organization Type: Swedish AP Fund
Percentage Owned: AP4 is a 33.33% limited partner of Polhem Infra KB. AP4 also owns a 33.33% equity interest in Polhem Infra AB, the general partner of Polhem Infra KB. Upon closing, AP4 will thereby indirectly own 33.33% of Transferee.

After consummation, no other individual or entity will hold directly or indirectly a ten (10) percent or greater equity interest in Transferee.

D. Interlocking Directorates with Foreign Carriers, 47 C.F.R. § 63.18(h) – Answer to Question 12

Transferee will have no interlocking directorates with any foreign carrier following closing of the proposed transaction.

E. Narrative Description of Transaction and Public Interest Statement – Answer to Question 13

A description of the transaction and public interest statement are provided in Section II, *supra*.

F. Affiliations with Foreign Carriers, 47 C.F.R. § 63.18(i) – Answer to Question 14

After consummation, Transferee will be affiliated (as that term is defined in Section 63.09(e) of the Commission’s rules, 47 C.F.R. § 63.09(e)) with the following foreign carriers:

Austria – Telia Carrier Austria GmbH

Belgium – Telia Carrier Belgium S.A.

Bulgaria – Telia Carrier Bulgaria EOOD

Canada – Telia Carrier Canada Inc.

Croatia – Telia Carrier Croatia d.o.o.

Czech Republic – Telia Carrier Czech Republic a.s.

Denmark – Telia Carrier Denmark A/S

Estonia – Telia Carrier Estonia OÜ

Finland – Telia Carrier Finland Oy

France – Telia Carrier France S.A.S.

Germany – Telia Carrier Germany GmbH

Hong Kong – Telia Carrier Hong Kong Ltd.

Hungary – Telia Carrier Hungary Kft

Ireland – Telia Carrier Ireland Ltd.

Italy – Telia Carrier Italy S.p.A.

Japan – Telia Carrier Japan Godo-Kaisha

Latvia – Telia Carrier Latvia SIA

Lithuania – UAB Telia Carrier Lithuania

Mexico – Telia Carrier Communications Mexico S.A. de C.V.

Netherlands – Telia Carrier Netherlands B.V.

Norway – Telia Carrier Norway AS; Telia Norge AS

Poland – Telia Carrier Poland S.p.Z.O.O.

Romania – Telia Carrier Romania S.R.L.

Russia – AO Telia Carrier Russia

Serbia – Telia Carrier d.o.o. Beograd-Stari Grad

Singapore – Telia Carrier Singapore Pte Ltd.

Slovakia – Telia Carrier Slovaki s.r.o.

Spain – Telia Carrier Spain S.A.

Sweden – Telia Carrier AB

Switzerland – Telia Carrier Switzerland AG

Turkey – Telia Carrier Turkey Telekomunikasyon L.S.

Ukraine – TOV Telia Carrier Ukraine

United Kingdom – Telia Carrier UK Ltd.

G. Destination Countries and Foreign Carrier Affiliates, 47 C.F.R. § 63.18(j) – Answer to Question 15

Pursuant to Section 63.18(j) of the Commission’s rules, 47 C.F.R. § 63.18(j), Transferee certifies that post-consummation it will be affiliated with certain foreign carriers in destination countries to which Licensee will provide international telecommunications service. These carriers and the countries where they provide service are identified above in the answer to Question 14.

H. WTO Status of Destination Countries, 47 C.F.R. § 63.18(k) – Answer to Question 18

In accordance with Section 63.18(k) of the Commission’s rules, 47 C.F.R. § 63.18(k), Transferee certifies that all of the countries listed in its response to Question 15 (therein referencing its response to Question 14) are WTO Member countries.⁵

⁵ See WTO Members and Observers List, http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm (last visited October 14, 2020).

I. Classification of Foreign Carrier Affiliates as Dominant or Non-Dominant, 47 C.F.R. §§ 63.18(m), 63.10 – Answer to Question 16

Pursuant to Section 63.10 of the Commission’s rules, 47 C.F.R. § 63.10, after consummation of the proposed transaction, Licensee would qualify for non-dominant classification on routes between the United States and all other countries listed in response to Question 14 above. That is because none of Licensee’s foreign affiliates hold 50 percent or more market share in the international transport and the local access markets on the foreign end of any of the routes for which the Commission has previously granted authority to Licensee.

J. Certification of Agreement Not to Accept Special Concessions, 47 C.F.R. § 63.18(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 such agreements in the future.

K. Certification Pursuant to Anti-Drug Abuse Act of 1988, 47 C.F.R. § 63.18(o)

Transferee hereby certifies that, to the best of its knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988 and 47 C.F.R. §§ 1.2001-1.2002.

L. Streamlined Processing, 47 C.F.R. § 63.18(p)

The Applicants are not seeking streamlined processing.

IV. Additional Information Required for Filing an Application for Transfer of Control of Domestic Section 214 Authority

In support of this Joint Application, the Applicants respectfully submit the following information pursuant to Section 63.04(b) of the Commission's rules:

A. Description of the Transaction, 47 C.F.R. § 63.04(a)(6).

A description of the transaction is provided in Section II, *supra*.

B. Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area, 47 C.F.R. § 63.04(a)(7).

Neither Transferor nor Transferee offer domestic telecommunications services in the United States. Licensee, a subsidiary of Transferor, provides international ordinary long-distance and interstate and international long-distance private line services to wholesale and enterprise to customers throughout the United States.

C. Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment, 47 C.F.R. § 63.04(a)(8).

The Applicants are not seeking streamlined processing.

D. Identification of all other Commission applications related to the same transaction, 47 C.F.R. § 63.04 (a)(9).

The Applicants are filing this Joint Application pursuant to Section 63.04(b) of the Commission's rules. Additionally, this transaction will also result in the transfer of control of an interest in the TAT-14 submarine cable, which transfer is subject to a separate application being filed concurrently with this Joint Application.⁶

⁶ See IBFS File No. SCL-LIC-19990303-00004. This cable is slated to be retired from service on December 15, 2020. See File No. SCL-MOD-20040301-00011, DA 20-369, Report No. SCL-00267 (Apr. 2, 2020).

E. Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure, 47 C.F.R. § 63.04 (a)(10).

The Applicants are not requesting special consideration based on any imminent business failure.

F. Identification of any separately filed waiver requests being sought in conjunction with the transaction, 47 C.F.R. § 63.04 (a)(11).

No separately filed waiver requests are being sought in conjunction with the transaction.

G. Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets, 47 C.F.R. § 63.04 (a)(12).

A public interest showing is provided in Section II, *supra*.

IV. Conclusion

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

Respectfully submitted,

/s/ Markus Larsson

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For Oura BidCo US, Inc.

October 15, 2020

EXHIBIT A

INTERNATIONAL SECTION 214 AUTHORIZATIONS BEING TRANSFERRED

Telia Carrier⁷ holds the following multiple international section 214 authorizations, control of which will be transferred as a result of this transaction:

- [ITC-214-19960610-00239](#)⁸ – Individual Non-Interconnected Private Line Resale Service (granted July 26, 1996). Resold switched and Private Line services to various international points.
- [ITC-214-19960913-00445](#)⁹ – Limited Global Resale Service (granted October 29, 1996). Resold Switched and Non-Interconnected Private Line services to United Kingdom, Denmark, and Norway.
- [ITC-214-19960913-00446](#)¹⁰ – Limited Global Facilities-Based Service (granted October 29, 1996). Facilities-based services to United Kingdom, Denmark, and Norway.
- [ITC-214-19960920-00457](#)¹¹ – Limited Global Facilities-Based Service (granted November 8, 1996). Facilities-based service to all points other than Sweden, United Kingdom, Denmark, and Norway.
- [ITC-214-19960610-00234](#)¹² – Individual Switched Resale Service (granted March 7, 1997). Resold and Interconnected Private Line services to Sweden.
- [ITC-214-19960619-00257](#)¹³ – Individual Switched Resale Service (granted March 7, 1997). Resold and Private Line services to Sweden.
- [ITC-214-19961002-00478](#)¹⁴ – Limited Global Facilities-Based Service (granted March 11, 1997). Facilities-based service between the United States and Sweden (without the use of accounting rates).

⁷ The FCC reflects the licensee of these authorizations as TeliaSonera International Carrier, Inc. However, on October 12, 2016, TeliaSonera International Carrier informed the Commission that it had changed its name to Telia Carrier U.S. Inc. and that notice is already associated with each file number in the International Bureau File System (IBFS). Concurrently with the filing of this Joint Application, licensee has filed notice of its surrender of ITC-214-19970918-00562 (old IBFS file no. ITC-97-593).

⁸ Old IBFS file no. ITC-96-311.

⁹ Old IBFS file no. ITC-96-509.

¹⁰ Old IBFS file no. ITC-96-508.

¹¹ Old IBFS file no. ITC-96-533.

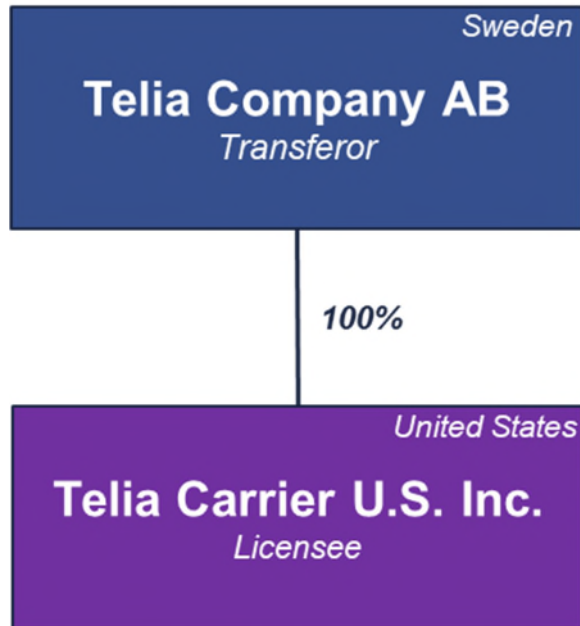
¹² Old IBFS file no. ITC-96-310.

¹³ Old IBFS file no. ITC-96-335.

¹⁴ Old IBFS file no. ITC-96-545.

EXHIBIT B

PRE-TRANSACTION DIAGRAM



POST-TRANSACTION DIAGRAM

