

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

In the Matter of the Application of)	
)	
GTT Communications, Inc.,)	
<i>Transferor,</i>)	
)	
Interoute US LLC,)	IB File No. ITC-214 - _____
<i>Licensee</i>)	
)	IB File No. ITC-T/C-_____
and)	
)	SCL File No. SCL-T/C-_____
Cube Telecom Europe BidCo Limited)	
)	WC Docket No. 20- _____
<i>Transferee</i>)	
)	
For Grant of Authority to Complete a Transfer)	
of Control of a Company Holding International)	
and Domestic Section 214 Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended; to Transfer Control of a Company)	
Holding a Submarine Cable Landing License; and)	
For Grant of International Section 214 Authority)	

JOINT APPLICATION

GTT Communications, Inc. (“GTT”), Interoute US LLC (“Interoute”), and Cube Telecom Europe BidCo Limited, a limited company formed under the laws of England and Wales (“BidCo”),¹ respectfully request authority, pursuant to Section 214 of the Communications Act of

¹ As discussed more fully below, BidCo is ultimately controlled by ISQ Holdings, LLC, a Cayman Islands limited liability company (“ISQ Holdings”), with its equity indirectly owned by several investment funds ultimately controlled by ISQ Holdings (the “ISQ Funds”, as described more fully below). For purposes of this Application, ISQ Holdings, the ISQ Funds, and certain other affiliated entities described more fully below shall be referred to collectively herein as “I Squared.”

1934, as amended (the “Act”),² and Sections 1.767, 63.03, 63.04 and 63.24 of the Federal Communications Commission’s (“Commission”) Rules,³ to transfer control of Interoute to BidCo (the “Application”).⁴ By this Application, and pursuant to Commission Rule 63.18,⁵ Interoute also requests Section 214 authority to provide international telecommunications services.⁶

As discussed in more detail below, the Applicants have entered into an agreement pursuant to which BidCo will acquire all of the issued and outstanding shares of Interoute resulting in a transfer of control of Interoute. At closing, as a result of pro forma assignments and transfers that will occur between now and closing, Interoute will be providing interstate and international telecommunications services pursuant to domestic and international service Section 214 authority and will be operating a submarine cable system under an United States submarine cable landing license (the “Transaction”).

Customers will not experience any reduction or impairment of service as a result of the Transaction nor will the Transaction have any adverse effect upon competition in the United States domestic and international telecommunications service markets. To the contrary, the proposed Transaction will provide Interoute with access to additional financial resources while retaining

² 47 U.S.C. §214.

³ 47 CFR §§ 1.767, 63.03, 63.04, 63.24.

⁴ BidCo, GTT, and Interoute will each, individually, be referred to as “Applicant” and, collectively, as the “Applicants.”

⁵ 47 CFR § 63.18.

⁶ As explained in greater detail *infra*, prior to closing, GTT Americas LLC, a commonly owned affiliate of Interoute, will assign its international Section 214 authority to its parent, GTT, on a *pro forma* basis. As permitted by Commission Rule 63.21(h), 47 CFR § 63.21(h), subsequent to this assignment, GTT Americas and Interoute will provide regulated services pursuant to GTT’s international Section 214 authority. Consequently, Interoute regulated services, provided at the time of closing, will be conducted pursuant to GTT’s international Section 214 authority. GTT Americas also will *assign* its submarine cable landing license to Interoute prior to closing of the Transaction.

Interoute's current, experienced management team. Consequently, the proposed Transaction will benefit the public interest.

I. DESCRIPTION OF THE APPLICANTS

A. GTT and Interoute

GTT is a corporation formed under the laws of the State of Delaware, with principal offices at 7900 Tysons One Place, Suite 1450, McLean, VA 22102.⁷ Interoute is a Delaware limited liability company with principal offices at 7900 Tysons One Place, Suite 1450, McLean, VA 22102.

GTT, through its subsidiaries, is a global provider of cloud networking services. Interoute is a direct, wholly owned subsidiary of GTT formed for the purpose of the instant Transaction. As explained in greater detail *infra*, at consummation of the Transaction, Interoute will hold a submarine cable landing license,⁸ domestic Section 214 authority, and will be operating international services through the international Section 214 authority of GTT. The Commission-authorized submarine cable landing station is part of the system, known as the GTT Atlantic Cable System, which connects landing stations located in the United States (Lynn, Massachusetts), and abroad (Herring Cove, Nova Scotia, Canada; Dublin, Ireland; and Southport, United Kingdom).⁹ At and after closing, Interoute will be offering interstate telecommunications services to customers

⁷ Prior to consummation of the Transaction described herein, GTT will hold an international Section 214 authorization, by *pro forma* transfer of control from GTT's wholly owned subsidiary, GTT Americas LLC.

⁸ See File No. SCL-MOD-20020412-00022 (granted July 3, 2002) (modification of the Cable Landing License granted in SCL-LIC-19990804-00012).

⁹ The GTT Express Submarine Cable System, which is located completely outside the United States – it connects Canada and Europe – will continue to be owned by one or more affiliates of Interoute as part of the Transaction.

located in Alabama, Arizona, California, Colorado, Connecticut, the District of Columbia, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Maine, Massachusetts, Maryland, Michigan, Minnesota, Missouri, Montana, Nebraska, Nevada, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin, and Wyoming. At and after closing, Interoute also will be providing broadband services to a variety of customers including wholesale, enterprise, web-centric, and media customers. At closing, Interoute international telecommunications services will be offered pursuant to the international Section 214 authority of its parent company. Accordingly, to be able to continue to offer those international services after closing, Interoute will require a grant of the international Section 214 authorization that it has requested in this Application. A diagram of the pre-close corporate structure of Interoute is provided as **Attachment 1**.

B. BidCo and I Squared

BidCo is a limited company formed under the laws of England and Wales, with principal offices at 6 Chesterfield Gardens, Mayfair, London, W1J 5BQ, United Kingdom. BidCo is a holding company formed for the purposes of entering into the Agreement. BidCo is wholly owned by Cube Telecom Europe MidCo Limited (“MidCo”), which, in turn, is wholly owned by Cube Telecom Europe TopCo Limited (“TopCo”), which is a wholly owned subsidiary of Cube Telecom Europe Holdings Limited (“Cube Holdings”). MidCo, TopCo, and Cube Holdings are also limited companies formed under the laws of England and Wales with principal offices at 6 Chesterfield Gardens, Mayfair, London, W1J 5BQ, United Kingdom. The phone number for each of these entities is +44 203761-7200.

Cube Holdings is wholly owned by Cube Telecom Europe Aggregator, LLC, a Cayman Islands limited liability company (“Cube Aggregator”). The principal offices of Cube Aggregator

are located at Ugland House, South Church Street, PO Box 309, Grand Cayman KY1-1104. The non-member manager of Cube Aggregator will be ISQ Global Fund III GP, LLC, a Delaware limited liability company (“ISQ Global Fund III GP”) that is wholly owned by ISQ Holdings. The principal offices of ISQ Global Fund III GP are located at 251 Little Falls Drive, Wilmington, DE 19808. The principal offices of ISQ Holdings are located at 600 Brickell Ave., 40th PH, Miami, FL 33131, and its phone number is +1-766-693-5700. ISQ Holdings is equally owned and controlled by Adil Rahmathulla, a citizen of Canada, Gautam Bhandari, a citizen of the United States, and Sadek M. Wahba, a citizen of the United States and the United Kingdom. Each has a principal business office at 600 Brickell Ave., 40th PH, Miami, FL 33131, and can be reached at +1-766-693-5700.

The members of Cube Aggregator will be five investment funds ultimately controlled by ISQ Holdings: ISQ Global Infrastructure Fund III (UST) AIV, L.P., a Cayman Islands exempted limited partnership (“ISQ UST AIV”), ISQ Global Infrastructure Pooling III (USTE) AIV, L.P., a Cayman Islands exempted limited partnership (“ISQ Pooling USTE AIV”), ISQ Global Infrastructure Fund III AIV, L.P., a Cayman Islands exempted limited partnership (“ISQ III AIV”), ISQ Apollo Co-Invest Fund III, L.P., a Cayman Islands exempted limited partnership (“ISQ Co-Invest”) and ISQ Global Infrastructure Fund III (EU) AIV, L.P., a Luxembourg special limited partnership (“ISQ EU AIV”). The sole limited partner of ISQ Pooling USTE AIV is ISQGI Holdings III (Cube Telecom Europe), L.P., a Cayman Islands exempted limited partnership (“ISQGI Holdings”). The sole limited partner of ISQGI Holdings is ISQ Global Infrastructure Fund III (USTE) AIV, L.P., a Cayman Islands exempted limited partnership (“ISQ USTE AIV”) and, together with ISQ UST AIV, ISQ Pooling USTE AIV, ISQ III AIV, ISQ Co-Invest, ISQ EU AIV, and ISQGI Holdings, the “ISQ Funds”). The general partner of ISQ UST AIV, ISQ Pooling

USTE AIV, ISQ III AIV, ISQ Co-Invest, ISQ USTE AIV, and ISQGI Holdings is ISQ Global Fund III GP. The general partner of ISQ EU AIV is ISQ Global Fund III Lux GP, S.à.r.l., a Luxembourg "society with limited responsibility" ("ISQ Global Fund Lux GP"), which is also a wholly owned subsidiary of ISQ Holdings.¹⁰

I Squared Capital Advisors (US) LLC, a Delaware limited liability company ultimately controlled by ISQ Holdings, provides management services to the ISQ Funds, but not to Cube Aggregator or ISQ Global Fund III GP in its capacity as the non-member manager of Cube Aggregator. I Squared Capital Advisors (US) LLC will not be making any direct or indirect equity contributions to Cube Aggregator or Interoute as a result of the Transaction. However, as is customary in private equity structures, I Squared Capital Advisors (US) LLC has the option to elect that investors in the ISQ Funds make contributions to the ISQ Funds on its behalf in lieu of their payment of management fees waived by I Squared Capital Advisors (US) LLC in respect of the management services it provides to the ISQ Funds. Exercise of any such election would result in I Squared Capital Advisors (US) LLC holding a small *de minimis* (less than one percent (1%)) indirect economic interest in the ISQ Funds (and therefore in Cube Aggregator and Interoute). Because I Squared Capital Advisors (US) LLC will not be providing management services to Cube Aggregator and will hold, at most, an indirect equity interest in Cube Aggregator and Interoute of less than one percent (1%), it is not considered to be a party to the Application.¹¹

¹⁰ A Luxembourg "society with limited responsibility" is similar to a limited liability company, and ISQ Global Fund Lux GP is being treated as such for purposes of this Application.

¹¹ I Squared Capital Advisors (US) LLC is wholly owned by I Squared Capital, LLC, a Cayman Islands limited liability company ("I Squared Capital"). The managing member of I Squared Capital is ISQ Holdings, which has no direct economic interest in I Squared Capital. The non-manager members of I Squared Capital are ISQ Manager Feeder, L.P. and Dyal Capital Partners Vault Aggregator (A) LP, a Delaware limited partnership. The general partner of ISQ Manager Feeder, L.P. is ISQ Holdings, and its limited partners are certain ISQ managing partners, partners and other employees of I Squared. Dyal Capital

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Sale and Purchase Agreement dated 16 October 2020 and amended and restated by the parties on 22 October 2020 (the “Agreement”), BidCo will acquire all of the issued and outstanding equity interests in Interoute resulting in the transfer of control of Interoute from GTT to BidCo.

The Transaction will involve the sale of GTT’s global infrastructure division consisting of GTT’s business which provides U.S. domestic and international fiber network and data center infrastructure services to customers. Among other selected network and data center assets, Interoute, at the time of closing, will hold the Commission-authorized GTT Atlantic cable system infrastructure, which is a major component of GTT’s infrastructure.

Prior to consummation of the Transaction, and through a series of *pro forma* internal reorganizations, certain United States operating authority and associated regulated and unregulated infrastructure assets will be transferred, or made available, to Interoute from its commonly-owned affiliates. GTT Americas, a commonly-owned Interoute affiliate, will transfer certain infrastructure assets, including the GTT Atlantic Cable System and the associated submarine cable landing license to Interoute. Other commonly-owned Interoute affiliates will transfer additional infrastructure assets to Interoute. Any Section 214-regulated international telecommunications services Interoute will provide prior to closing of the Transaction will be offered pursuant to the

Partners Vault Aggregator (A) LP is indirectly controlled by Neuberger Berman Group LLC. Except as noted above, neither I Squared Capital nor its members will have an indirect equity interest in Cube Aggregator and will have no indirect equity interest in Interoute through their direct and indirect ownership interests in I Squared Capital Advisors (US) LLC. Another indirect subsidiary of Neuberger Berman Group LLC, as well as certain ISQ managing partners, partners and other employees of I Squared, hold indirect equity interests in Cube Aggregator and Interoute through limited partner vehicles of the ISQ Funds, which will be less than 10 percent, even when combined with any economic interests relating to the waived management fees discussed above.

international Section 214 license held by Interoute's parent GTT.¹² Upon consummation of the Transaction, control of Interoute, and current GTT infrastructure division U.S. businesses and assets, its domestic Section 214 interstate authority, and the submarine cable landing license then held by Interoute, will be transferred to BidCo.

GTT's international Section 214 authorization is not being transferred as part of this transfer of control transaction. Consequently, this Application includes a request for grant of an international Section 214 license to Interoute effective prior to close of the Transaction to enable it to provide Section 214-regulated international telecommunications services post-Transaction.

A post-close diagram for Interoute's ownership is attached as **Attachment 1**.

The Transaction is multinational in scope and involves the transfer of control or asset purchases of more than thirty commonly-owned Interoute foreign affiliates across thirty countries. The transfer of control of Interoute is a small component of the larger global Transaction and the Applicants seek expedited review and approval to enable timely consummation, which the parties are targeting for the first half of 2021, of the entire transaction. Failure to obtain Commission approval of the Transaction, or an undue delay in obtaining the necessary approval, will negatively affect the Transaction. Among other possible negative outcomes, the parties may choose not to consummate the Transaction.

¹² The *pro forma* transactions will include the *pro forma* transfer of GTT Americas' international Section 214 authority (File No. ITC-214-20020619-00332) to its parent, GTT. Interoute and GTT will file the required FCC Rule 63.21(h) notice of Interoute's operation under GTT's Section 214 license if Interoute commences regulated telecommunications services or holds Section 214-regulated assets prior to closing of the Transaction.

III. PUBLIC INTEREST STATEMENT

The proposed Transaction will benefit, and will not harm, the public interest, convenience, and necessity. The Transaction will provide Interoute with access to additional financial resources, allowing the company to focus on further developing and improving its high-speed network and services. Moreover, the Commission has, on repeated occasions, recognized the public interest benefit of allowing licensees to freely transfer control of their authorizations provided such actions are not contrary to the public interest.¹³ The Commission should find that the proposed Transaction is in the public interest and approve this Application.

The proposed Transaction will benefit Interoute's enterprise and infrastructure customers. The Transaction will allow Interoute to strengthen its focus on its cloud networking operations, including increasing attention to network investment and development of high-speed infrastructure services. I Squared has a strong global digital infrastructure strategy with a goal of expanding the reach of Interoute's platform across North America, Europe, and Asia. Moreover, I Squared, a highly reputable and reliable long-term investment manager, intends to invest into and support Interoute's growth and development. Additionally, I Squared has a long history of acquiring, maintaining, and developing various infrastructure assets and will bring that experience to bear in working to ensure Interoute's continued development and provision of state-of-the-art infrastructure and connectivity operations post-Transaction. I Squared has significant experience investing in telecommunications providers and infrastructure, which will enhance its ability to

¹³ See, e.g., *In re: Applications Filed for the transfer of control of Certain Subsidiaries of Frontier Communications Corporation to Northwest Fiber, LLC*, DA 19-1302, ¶10 (WCB/IB/WTB Dec. 19, 2019) (“Notably, the Commission has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”).

support Interoute's management in executing their growth strategy. In October 2017, I Squared closed its acquisition of HGC, a leading fixed-line service provider to fixed and mobile carriers, OTT service providers, corporations, and business in Hong Kong. I Squared also established BDx Data Centers, a retail data center platform in Asia that targets 5-15 megawatt sites through carve-outs of acquisition of stranded assets combined with greenfield builds. Most recently, I Squared established a platform to roll-out fiber and bespoke enterprise connectivity in India.

Additionally, the United States' markets for interstate and international communications services, as well as the availability of international submarine cable system capacity, will continue to thrive and remain competitive after the proposed Transaction. Both pre- and post-Transaction, Interoute will benefit from the significant managerial, operational, and technical expertise of its executive leadership team which has decades of experience in the telecommunications industry and currently manages GTT's domestic and international communications operations. As part of the Transaction, this executive leadership team and the highly skilled GTT personnel that have managed and operated GTT's submarine cable operations and other communications-related assets for many years will be moving to and remaining with Interoute. The leadership team and other personnel will be able to leverage their intimate knowledge of the United States' domestic and international communications markets in general, and of GTT's international services and submarine cable system operations in particular, to enable seamless continuation of these operations by Interoute post-Transaction. As a result, Interoute will continue to provide the same suite of services and will maintain the quality of service that customers have received prior to the Transaction. In addition, Interoute will operate pursuant to existing service arrangements with customers. The Transaction will be effectively transparent to customers and they will not experience any loss or diminishment of service.

The Transaction also will not diminish competition in the markets for international telecommunications services. BidCo and Interoute do not have any affiliates with a dominant domestic or international market share. None of the GTT-affiliated foreign companies being acquired by BidCo as part of the Transaction have such dominant shares. The Transaction will not eliminate any competitors nor will it cause any anticompetitive concentration of carrier resources in the United States domestic or international services market. Rather, the United States domestic and international communications markets will remain as competitive as they are today. For these reasons, the Transaction presents no adverse competitive effect.

IV. THE APPLICATION QUALIFIES FOR STREAMLINED PROCESSING

The Applicants respectfully request streamlined treatment for this Application, pursuant to Sections 1.767(k), 63.03(b)(1)(ii), and 63.12(c)(1)(ii) of the Commission's Rules.¹⁴

A. Streamlining of Domestic Section 214 Transfer of Control Request

This Application is eligible for streamlined processing of the domestic Section 214 transfer of control, pursuant to Commission Rule 63.03(b)(1)(ii), because BidCo is not a telecommunications provider.¹⁵

B. Streamlining of International Section 214 Transfer of Control Request

The Application qualifies for streamlined processing of the transfer of control of Interoute, which will hold and provide international Section 214 regulated services and assets upon closing, pursuant to Commission Rule Section 63.12(c)(1)(ii), because Interoute and BidCo are affiliated with foreign carriers but qualify for a presumption of non-dominance under Commission Rule 63.10(a)(3). Interoute is currently affiliated with, and post-Transaction will remain affiliated with,

¹⁴ 47 C.F.R. §§ 1.767(k), 63.03(b)(1)(ii), and 63.12(c)(1)(ii).

¹⁵ 47 C.F.R. § 63.03(b).

the foreign carriers identified in **Attachment 2** (collectively the “Interoute Foreign Carrier Affiliates”) which operate in the following World Trade Organization (“WTO”) member countries: Austria, Belgium, Canada, Czech Republic, Finland, France, Germany, Hong Kong, Hungary; Ireland, Italy, Lithuania, Luxembourg, Netherlands, Poland, Portugal, Romania, Singapore, Slovakia, Spain, Sweden, Switzerland, Turkey, and the United Kingdom. Interoute also is affiliated with a carrier operating in Serbia, a country which is in the process of obtaining, but has not yet obtained, WTO Member status. The Applicants note that affiliation solely with carriers in WTO Membership countries is not necessary for streamlining.

The Interoute Foreign Carrier Affiliates currently are wholly owned subsidiaries of GTT and the Interoute Foreign Carrier Affiliates will be acquired by BidCo as part of the Transaction. Upon consummation of the Transaction, Interoute will become affiliated with the additional BidCo Foreign Carrier Affiliates identified in **Attachment 2**. These new foreign carrier affiliates of BidCo are indirectly controlled by ISQ Holdings and operate in the following destination markets: Cambodia, Canada, Czechoslovakia, France, Germany, Hong Kong, India, Ireland, Malaysia, Myanmar, Philippines, Singapore, South Korea, Taiwan, Thailand, United Arab Emirates and the United Kingdom.

The Interoute Foreign Carrier Affiliates and BidCo Foreign Carrier Affiliates, individually and collectively, do not have market power in any of the foreign countries in which they provide service. The Interoute Foreign Carrier Affiliates and BidCo Foreign Carrier Affiliates, individually and collectively, hold less than a 50 percent market share in the international transport and the local access markets in each of these countries. Accordingly, Interoute and BidCo qualify

for a presumption of non-dominance, under Commission Rule 63.10(a)(3),¹⁶ on those destination routes. Consequently, this Application qualifies for streamlined processing pursuant to Commission Rule 63.12(c)(1)(ii).¹⁷

C. Streamlining of the Submarine Cable Landing License Transfer Request

The Application also qualifies for streamlined processing, pursuant to Commission Rule 1.767(k)(2), for the transfer of control of Interoute's submarine cable landing license. Interoute and BidCo are affiliated with foreign carriers in the submarine cable's destination market, but the Applicants have demonstrated above, consistent with Commission Rule 63.12(c)(1)(ii), that Interoute and BidCo qualify for a presumption of non-dominance under Commission Rule 63.10(a)(3). That presumption is equally relevant to the matter of whether the application for transfer of control of the submarine cable landing license qualifies for streamlined processing. Accordingly, the Application qualifies for streamlined treatment pursuant to Commission Rule 1.767(k)(2).

The Applicants submit that the Transaction is global in nature, spanning thirty countries and involving the sale of more than thirty commonly-owned Interoute foreign affiliates. The sale of Interoute is a small component of the larger global transaction, and the Applicants request an expedited review and Commission approval of the Application to permit timely consummation, which the parties have targeted for consummation in the first half of 2021, of the entire Transaction. Failure to obtain Commission approval of the Transaction, or an undue delay in obtaining the necessary approval, will negatively affect the Transaction. Among other possible negative outcomes, the parties may choose not to consummate the Transaction.

¹⁶ 47 C.F.R. § 63.10(a)(3).

¹⁷ 47 C.F.R. § 63.12(c)(1)(ii).

V. INFORMATION REQUIRED BY COMMISSION RULES

The Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules including the information requested in Section 63.18:¹⁸

**(a) Name, address and telephone number of each Applicant:
(Answer to Main Form Question 10 and 63.18(a))**

GTT Communications, Inc. (*transferor*)
7900 Tysons One Place
Suite 1450,
McLean, VA 22102
Tel: 703-442-5500

Interoute US LLC (*licensee*)
7900 Tysons One Place
Suite 1450,
McLean, VA 22102
Tel: 703-442-5500

Cube Telecom Europe BidCo Limited (*transferee*)
6 Chesterfield Gardens, 1st Floor,
London, W1J 5BQ
United Kingdom
Tel No. +44 203761-7200

(b) Laws Under Which Each Applicant is Organized:

GTT is a corporation organized under the laws of the State of Delaware.

Interoute is a limited liability company organized under the laws of the State of Delaware.

BidCo is a limited company formed under the laws of England and Wales.

¹⁸ 47 C.F.R. § 63.24(e)(2).

(c) Contact Information for Correspondence

Correspondence concerning the Application should be sent to:

<p><u>For GTT and Interoute:</u></p> <p>Chris McKee EVP, Corporate Development General Counsel Email: chris.mckee@gtt.net</p> <p>Anthony Hansel SVP, Deputy General Counsel Email: tony.hansel@gtt.net.</p> <p>GTT Communications, Inc. 7900 Tysons One Place, Suite 1450 McLean, VA 22102</p>	<p><u>With a Copy to:</u></p> <p>Edward A. Yorkgitis, Jr. Denise N. Smith Winafred Brantl Kelley Drye & Warren LLP 3050 K Street, N.W. Suite 400 Washington, D.C. 20007 Email: cyorkgitis@kelleydrye.com dsmith@kelleydrye.com wbrantl@kelledyre.com</p> <p><i>Counsel to GTT Communications, Inc. and Interoute USA LLC</i></p>
<p><u>For Cube Telecom Europe BidCo Limited:</u></p> <p>William Campbell General Counsel of I Squared I Squared Capital 60 E 42nd Street, Suite 3020 New York, NY 10165 generalcounsel@isquaredcapital.com</p> <p>and</p> <p>Mohamed El Gazzar Director Cube Telecom Europe BidCo Limited 6 Chesterfield Gardens London, W1J 5BQ United Kingdom mohamed.elgazzar@isquaredcapital.com</p>	<p><u>With a Copy to:</u></p> <p>Wayne Johnsen Richard Sofield Wiley Rein LLP 1776 K Street NW Washington, DC 20006 Email: WJohnsen@wiley.law RSofield@wiley.law</p> <p><i>Counsel to Cube Telecom Europe BidCo Limited</i></p>

(d) Section 214 Authorizations.

GTT will hold, prior to consummation of the Transaction, international Section 214

authorization (File No. ITC-214-20020619-00332).¹⁹ The GTT international Section 214 authority, will not be transferred as part of this Transaction.

Any Interoute international telecommunications services provided prior to consummation of the Transaction, will be provided pursuant to the international Section 214 authorization held by its parent, GTT, per Section 63.21(h) of the Commission's Rules. Interoute requests an international Section 214 authorization to continue operating after the close of the Transaction and seeks such authority as part of this Application. Prior to consummation of the Transaction, a *pro forma* filing will be made to transfer to Interoute the submarine cable landing license, granted in File No. SCL-LIC-19990804-00012 on January 13, 2000 and modified in File No. SCL-MOD-20020412-00022. Interoute also holds domestic Section 214 authority by operation of law pursuant to Section 63.01 of the Commission's Rules.²⁰

BidCo does not hold any domestic or international Section 214 authorizations.

**(h) Ten Percent or Greater Interest Holders/Interlocking Directorates
(Answer to IBFS Main Form Questions 11-12)**

Following is information regarding the individuals and entities that will hold a ten percent (10%) or greater, direct or indirect, ownership interest in Interoute upon consummation of the

¹⁹ This international Section 214 authority was originally granted in File No. ITC-214-20020619-00332 to an affiliated GTT subsidiary, Global Internetworking, which later changed its name to Global Telecom & Technology Americas, Inc. *See* FCC Report No. Tel-01129, rel. March 29, 2007. The authorization was assigned to GTT Americas LLC in File No. ITC-ASG-20160718-00187 on August 29, 2016. As described *supra* in Section II, prior to closing GTT Americas LLC will *pro forma* assign its international Section 214 authorization to its parent, GTT Communications, Inc. Subsequent to its assignment to GTT Communications, Inc., Interoute will begin operating under that authority, after GTT Communications Inc. provides the notice required under the Commission's rules to permit such operation.

²⁰ 47 C.F.R. § 63.01.

Transaction.

BidCo, a limited company formed under the laws of England and Wales, will hold a direct 100% equity and voting interest in Interoute. BidCo has a primary business as a holding company with a principal business address of 6 Chesterfield Gardens, Mayfair, London, W1J 5BQ, United Kingdom.

The following entities and individuals will hold a ten percent or greater indirect ownership interest in Interoute upon consummation of the Transaction:

- MidCo, a limited company formed under the laws of England and Wales, will hold a 100% interest in BidCo and a 100% indirect equity interest in Interoute. MidCo has a primary business as a holding company with a principal business address of 6 Chesterfield Gardens, Mayfair, London, W1J 5BQ, United Kingdom.
- TopCo, a limited company formed under the laws of England and Wales, will hold a 100% interest in MidCo and a 100% indirect equity interest in Interoute. TopCo has a primary business as a holding company with a principal business address of 6 Chesterfield Gardens, Mayfair, London, W1J 5BQ, United Kingdom.
- Cube Holdings, a limited company formed under the laws of England and Wales, will hold a 100% interest in TopCo and a 100% indirect equity interest in Interoute. Cube Holdings has a primary business as a holding company with a principal business address of 6 Chesterfield Gardens, Mayfair, London, W1J 5BQ, United Kingdom.
- Cube Aggregator, a Cayman Islands limited liability company, will hold a 100% interest in Cube Holdings and a 100% indirect equity interest in Interoute. Cube Aggregator has a primary business as a holding company with a principal business

address of Ugland House, South Church Street, PO Box 309, Grand Cayman KY1-1104.

- ISQ Global Fund III GP, a Delaware limited liability company, which has the primary business of general partner, will be the non-member manager of Cube Aggregator, with a 100% voting interest and no equity interest in Cube Aggregator and a 100% indirect voting and no equity interest in Interoute. ISQ Global Fund III GP has a principal business address of 251 Little Falls Drive, Wilmington, DE 19808.²¹ ISQ Global Fund III GP is wholly owned by ISQ Holdings.
- ISQ Holdings, a Cayman Islands limited liability company, has a primary business as a holding company with a principal business address of 600 Brickell Ave., 40th PH, Miami, FL 33131. ISQ Holdings is the sole member of ISQ Global Fund Lux GP and ISQ Global Fund III GP, with a 100% indirect voting interest and no equity interest in both Cube Aggregator and Interoute, and is equally owned and controlled by:
 - Adil Rahmathulla, a citizen of Canada,
 - Gautam Bhandari, a citizen of the United States, and
 - Sadek M. Wahba, a citizen of the United States and the United Kingdom.
- The members of Cube Aggregator will be five investment funds ultimately controlled by ISQ Holdings:²²

²¹ As noted below, ISQ Global Fund III GP is also the general partner of certain of the ISQ Funds.

²² None of the limited partners of the ISQ Funds will hold an indirect equity or voting interest in Interoute of ten percent (10%) or more. In addition, it should be noted that, because the ISQ Funds are still in the process of completing their capital fundraising, the percentage interests held by each of the ISQ Funds are approximations and may change depending on the results of the fundraising efforts. Depending on the results of the

- ISQ Global Infrastructure Fund III (UST) AIV, L.P., a Cayman Islands exempted limited partnership, which will hold an approximate 15-20% equity interest and no voting interest in Cube Aggregator and an approximate 15-20% indirect equity and no voting interest in Interoute, has a primary business as a fund entity with a principal business address of Ugland House, South Church Street, PO Box 309, Grand Cayman KY1-1104.
- ISQ Global Infrastructure Pooling III (USTE) AIV, L.P., a Cayman Islands exempted limited partnership, which will hold an approximate 5-10% equity interest and no voting interest in Cube Aggregator and an approximate 5-10% indirect equity and no voting interest in Interoute, has a primary business as a fund entity with a principal business address of Ugland House, South Church Street, PO Box 309, Grand Cayman KY1-1104.
 - ISQGI Holdings III (Cube Telecom Europe), L.P., a Cayman Islands exempted limited partnership, is the sole limited partner of ISQ Pooling USTE AIV, and will hold an approximate 5-10% indirect equity interest and no voting interest in Cube Aggregator and an approximate 5-10% indirect equity and no voting interest in Interoute, has a primary business as a fund entity with a principal

fundraising efforts, it is also possible that an additional I Squared investment fund will hold a membership interest in Cube Aggregator. In total, however, the ISQ Funds will collectively hold 100% of the equity in Cube Aggregator.

business address of Ugland House, South Church Street, PO Box 309, Grand Cayman KY1-1104.

- ISQ Global Infrastructure Fund III (USTE) AIV, L.P., a Cayman Islands exempted limited partnership, is the sole limited partner of ISQGI Holdings, and which will hold an approximate 5-10% indirect equity interest and no voting interest in Cube Aggregator and an approximate 5-10% indirect equity and no voting interest in Interoute, has a primary business as a fund entity with a principal business address of Ugland House, South Church Street, PO Box 309, Grand Cayman KY1-1104.
- ISQ Global Infrastructure Fund III AIV, L.P., a Cayman Islands exempted limited partnership, which will hold an approximate 25-30% equity interest and no voting interest in Cube Aggregator and an approximate 25-30% indirect equity and no voting interest in Interoute, has a primary business as a fund entity with a principal business address of Ugland House, South Church Street, PO Box 309, Grand Cayman KY1-1104.
- ISQ Apollo Co-invest Fund III, L.P., a Cayman Islands exempted limited partnership, which will hold an approximate 30-35% equity interest and no voting interest in Cube Aggregator and an approximate 30-35% indirect equity and no voting interest in Interoute, has a primary business as a fund entity with a principal business address of Ugland House, South Church Street, PO Box 309, Grand Cayman KY1-1104.

- ISQ Global Infrastructure Fund III (EU) AIV, L.P., a Luxembourg special limited partnership, which will hold an approximate 15-20% equity interest and no voting interest in Cube Aggregator and an approximate 15-20% indirect equity and no voting interest in Interoute, has a primary business as a fund entity with a principal business address of 6, rue Eugène, Ruppert, LU L-2453, , Luxembourg.
- The general partner of ISQ Global Infrastructure Fund III (UST) AIV, L.P., ISQ Global Infrastructure Pooling III (USTE) AIV, L.P., ISQ Global Infrastructure Fund III (USTE) AIV, L.P., ISQGI Holdings III (Cube Telecom Europe), L.P., ISQ Global Infrastructure Fund III AIV, L.P., and ISQ Apollo Co-invest Fund III, L.P. is ISQ Global Fund III GP.
- The general partner of ISQ Global Infrastructure Fund III (EU) AIV, L.P. is ISQ Global Fund Lux GP. ISQ Global Fund Lux GP will hold no equity interest in ISQ Global Infrastructure Fund III (EU) AIV, L.P. and has a primary business as a general partner with a principal business address of 6, rue Eugène, Ruppert, LU L-2453, Luxembourg.

No other person or entity, apart from those identified above, will hold a ten percent (10%) or greater, direct or indirect, equity, voting, or controlling interest in Interoute upon closing of the Transaction.²³

²³ As stated earlier, I Squared Capital Advisors (US) LLC, a company ultimately controlled by ISQ Holdings, provides management services to the ISQ Funds. *See supra* note 11 and accompanying text.

Interlocking Directorates: Information about the interlocking directorates of BidCo and Interoute is included in **Attachment 2**.

**(i) Foreign Carrier Affiliation Certification
(Answer to IBFS Main Form Questions 14-17)**

Interoute certifies that it is not a foreign carrier. Interoute certifies that it is affiliated with the Interoute Foreign Carrier Affiliates identified in **Attachment 2** and, upon consummation of the Transaction, will become affiliated with the BidCo Foreign Carrier Affiliates identified in **Attachment 2**. The destination countries in which the Interoute Foreign Carrier Affiliates operate, including owning or controlling a submarine cable landing station in the foreign country, are identified in **Attachment 2** and all, with the exception of Serbia, are WTO member countries. BidCo certifies that it is not a foreign carrier but is affiliated with the BidCo Foreign Carrier Affiliates identified in **Attachment 2**, all of which operate in WTO member countries.

**(j) Foreign Carrier and Destination Countries
(Answer to IBFS Main Form Questions 14-17)**

As explained *infra*, Interoute seeks international Section 214 authority to provide facilities-based and resold international telecommunications services. Upon grant of the requested Section 214 authorization, Interoute may seek to provide services to any international point, including the destination markets identified in **Attachment 2** where Interoute and BidCo will have foreign carrier affiliates.

Interoute certifies that it does not seek to provide international telecommunications services to destination countries for which (1) Interoute is a foreign carrier in that country; or (2) Interoute controls a foreign carrier in that country; or (3) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Interoute and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the

provision or marketing of international basic telecommunications services in the United States. Interoute certifies that it seeks to provide international telecommunications services to destination countries within which any entity that owns more than 25 percent of Interoute, or that controls Interoute, also controls a foreign carrier in that country.

BidCo certifies that it does not seek to provide international telecommunications services.

**(k) WTO Membership of Destination Countries
Answer to IBFS Main Form Questions 14-17)**

All of the countries, with the exception of Serbia, listed on **Attachment 2** and section 63.18(i) above are members of the WTO. As addressed in Section IV.B above, the Interoute Foreign Carrier Affiliates and BidCo Foreign Carrier Affiliates, individually and collectively, do not have market power in any of the foreign countries in which they provide service. The Interoute Foreign Carrier Affiliates and BidCo Foreign Carrier Affiliates, individually and collectively, hold less than a 50 percent market share in the international transport and the local access markets in each of these countries.

(l) Not applicable. (Section reserved in Rule.)

**(m) Non-Dominant Regulatory Classification
(Answer to IBFS Main Form Questions 14-17)**

As set forth in Section IV of this Application, upon consummation of the Transaction, Interoute and BidCo will qualify for a presumption of non-dominant classification, pursuant to Section 63.10(a)(3) of the Commission's Rules, with respect to each destination country identified in response to Commission Rule 63.18(i).

BidCo and Interoute are not affiliated with any dominant foreign carrier entities. Each foreign carrier affiliate identified in **Attachment 2** holds less than a fifty percent (50%) market share in the international transport and local access markets in the foreign countries in which they

provide service. Accordingly, the Interoute Foreign Carrier Affiliates and BidCo Foreign Carrier Affiliates lack market power, and Interoute and BidCo presumptively are entitled to classification as non-dominant on the destination country routes.

**(n) Special Concessions Certification
(Answer to IBFS Main Form Question 21)**

As evidenced by the signature of BidCo's representative to this Application, BidCo 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 they will not enter into such agreements in the future.

**(o) Federal Benefits/Anti-Drug Act of 1988 Certification
(Answer to IBFS Main Form Question 25)**

As evidenced by the signature of BidCo's representative to this Application, BidCo certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

**(p) Eligibility for Streamlined Processing
(Answer to IBFS Main Form Question 20)**

Applicants respectfully request streamlined processing of this Application, as set forth in Section IV *supra*, pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12(c)(1)(ii) because Interoute and BidCo qualify for a presumption of non-dominance, pursuant to Commission Rule Section 63.10(a)(3), on the destination country routes where Interoute and BidCo have foreign carrier affiliates.

VI. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.04(B)

Pursuant to Section 63.04(b) of the Commission's Rules,²⁴ the Applicants are filing a combined domestic and international application for the proposed transfer of control of Interoute. In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in **Attachment 3**.

VII. INFORMATION REQUIRED BY COMMISSION RULE SECTION 1.767(A)(11)

Applicants also request authority, pursuant to Section 1.767(a)(11) of the Commission's Rules, to transfer control of the submarine cable landing license and cable landing stations held by Interoute.²⁵ The information required by Commission Rule Sections 1.767(a)(1)-(a)(3) and (a)(8)-(a)(9) is included in **Attachment 4**.²⁶

VIII. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.18(E)

Interoute requests, pursuant to Sections 63.18(e)(1) and (e)(2) of the Commission's Rules,²⁷ global facilities based and resold international Section 214 authorization. The additional Commission Rule Section 63.18 information, not otherwise included above, required for Interoute's application is included in **Attachment 5**.

²⁴ 47 C.F.R. § 63.04(b).

²⁵ 47 C.F.R. § 1.767(a)(11).

²⁶ 47 C.F.R. § 1.767(a)(1)-(3), (8)-(9).

²⁷ 47 C.F.R. §§ 63.18(e)(1) and (e)(2).

IX. CERTIFICATION REGARDING SERVICE TO U.S. COORDINATOR, DEPARTMENT OF STATE; NTIA, AND DEFENSE INFORMATION SYSTEMS AGENCY²⁸

Pursuant to Section 1.767(j) of the Commission's Rules, a complete copy of this Application has been sent to the U.S. Department of State, the U.S. Department of Commerce, and the Defense Information Systems Agency.²⁹ Service is certified on the Certificate of Service attached to this Application.

X. 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,

**CUBE TELECOM EUROPE BIDCO
LIMITED**

GTT COMMUNICATIONS, INC.

/s/ Mohamed El Gazzar

/s/ Anthony Hansel

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Filed December 15, 2020

²⁸ See 47 C.F.R. §§ 1.767(j).

²⁹ *Id.*

LIST OF ATTACHMENTS

ATTACHMENT 1 – Pre- and Post-Transaction Organization Charts

ATTACHMENT 2 – Foreign Carrier Affiliations and Interlocking Directorates

ATTACHMENT 3 – Information required by 47 C.F.R. §63.04

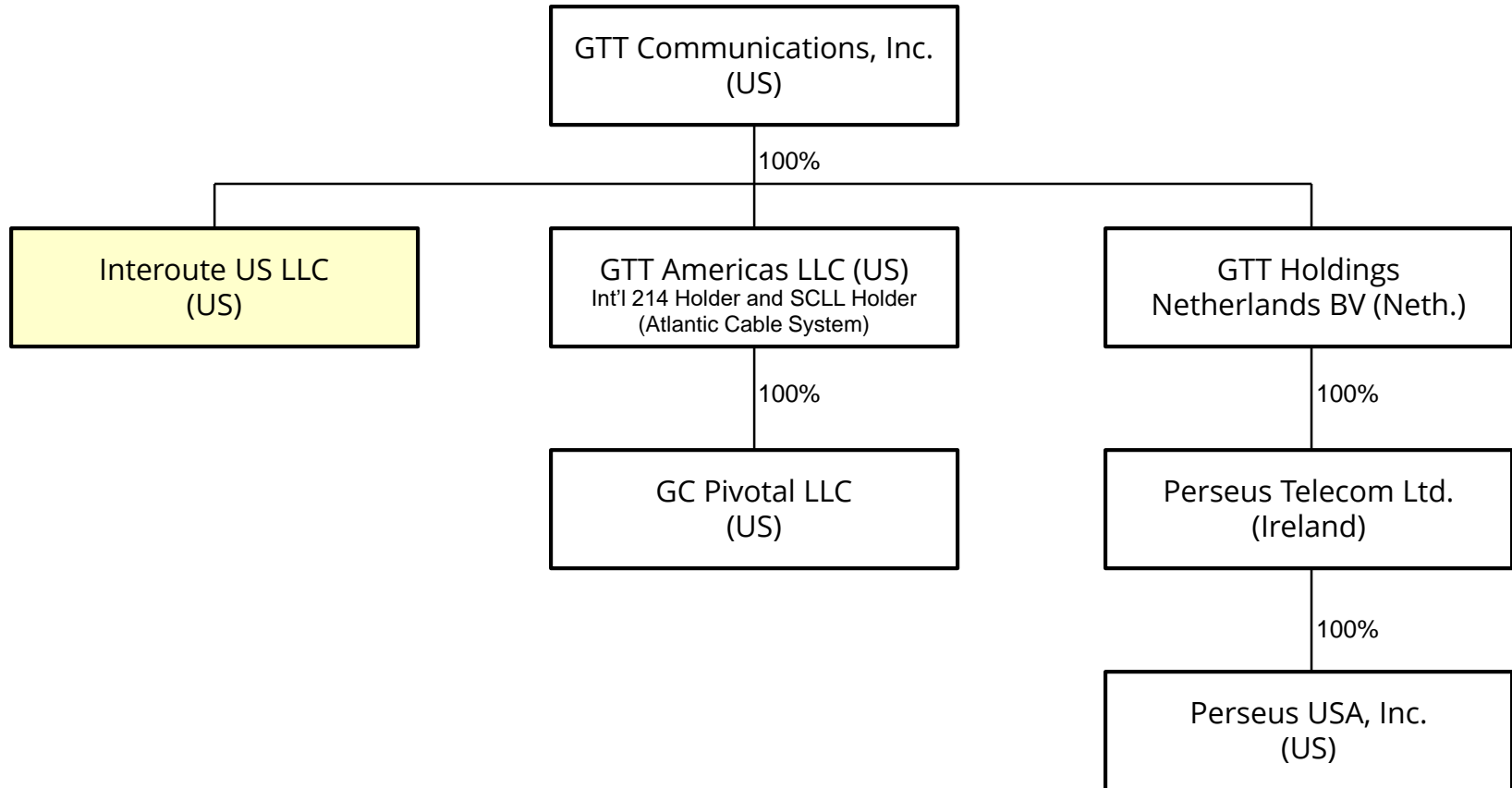
ATTACHMENT 4 – Information required by 47 C.F.R. § 1.767

ATTACHMENT 5 – Information required by 47 C.F.R. §63.18 (International Section 214 License Request)

ATTACHMENT 1

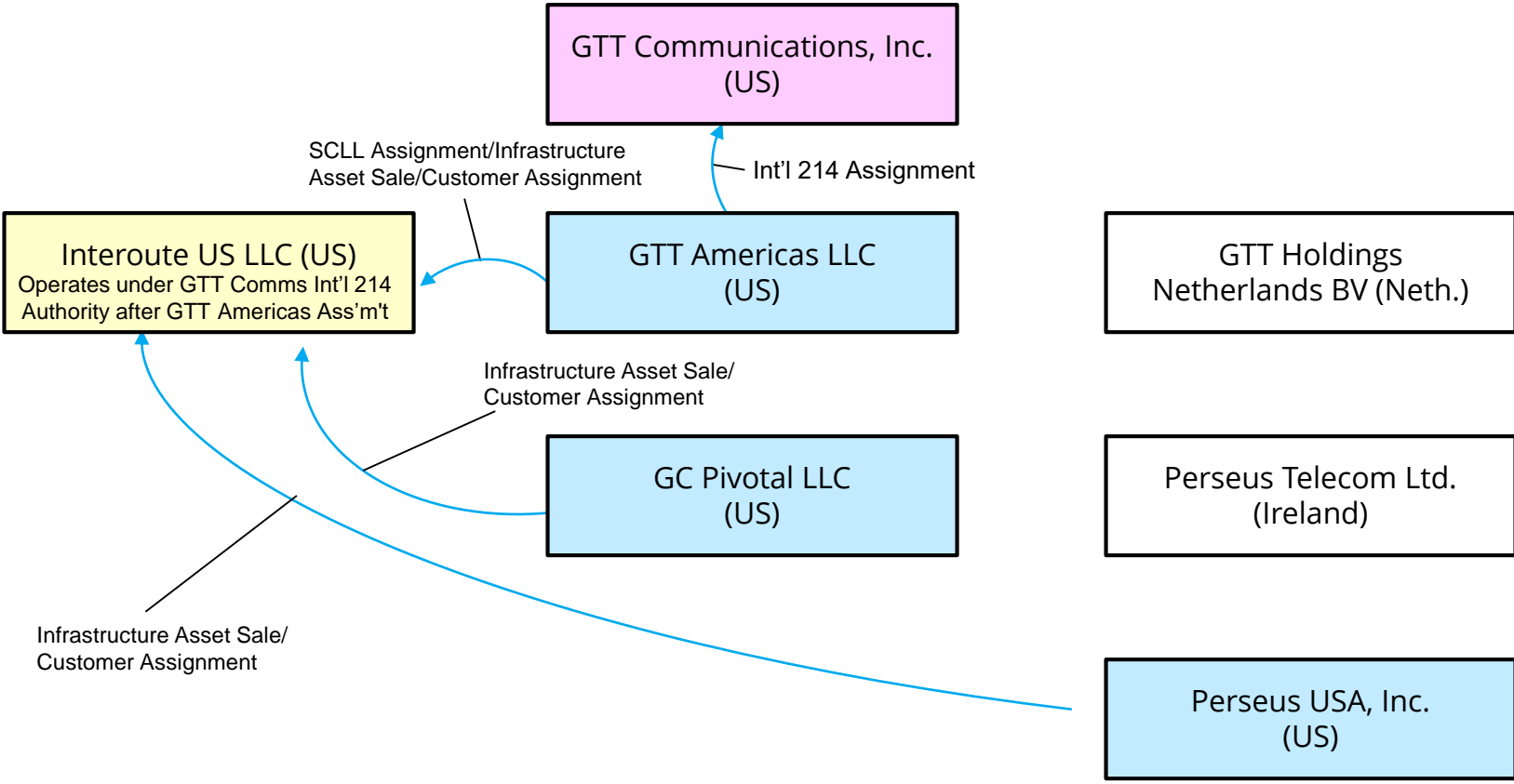
Pre- and Post-Transaction Organization Charts

GTT Communications Current Structure

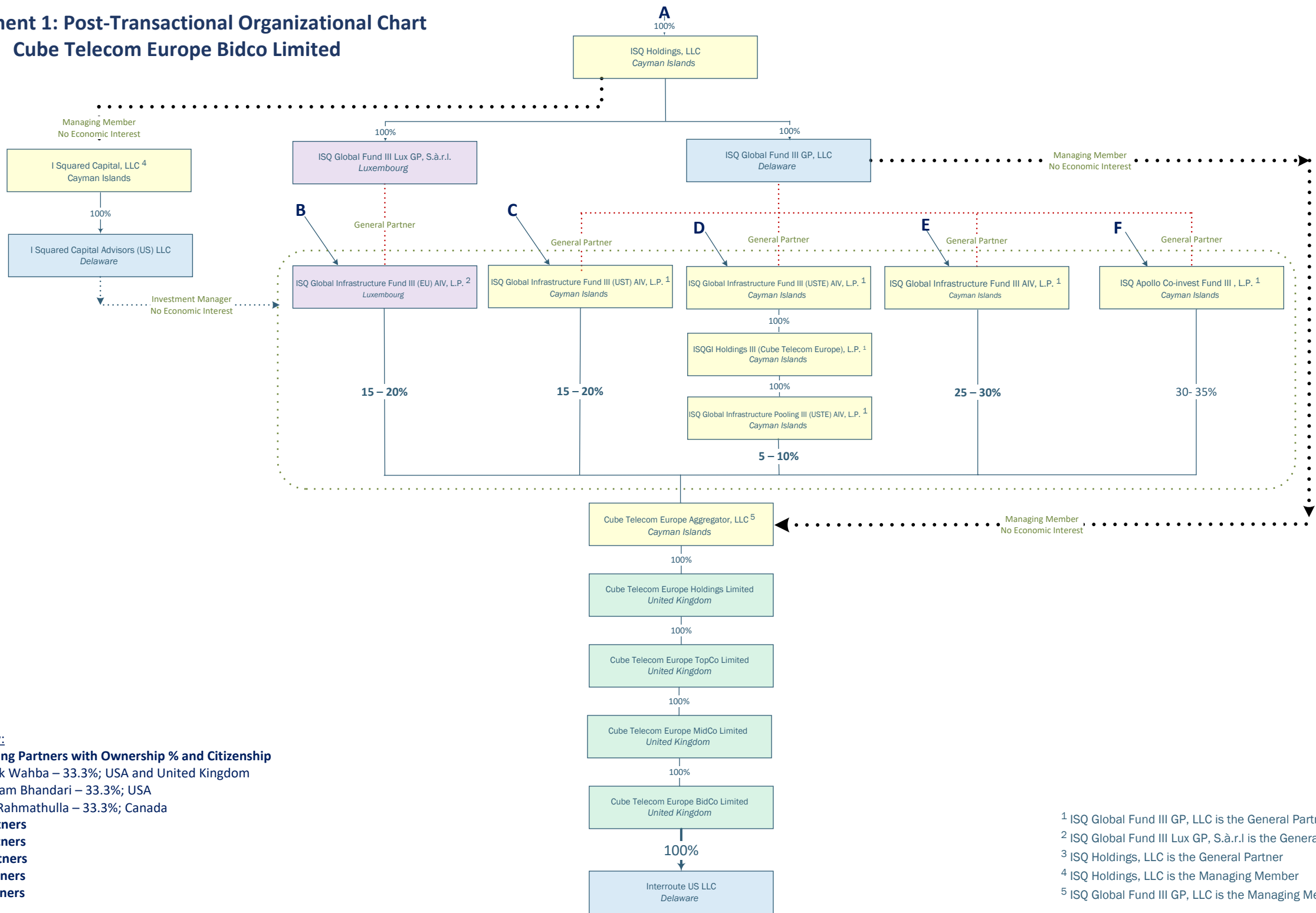


GTT Communications

Pro Forma Restructuring Prior to Sale of Interoute US to I Squared



Attachment 1: Post-Transactional Organizational Chart Cube Telecom Europe Bidco Limited



Ownership Key:

A. ISQ Managing Partners with Ownership % and Citizenship

- Sadek Wahba – 33.3%; USA and United Kingdom
- Gautam Bhandari – 33.3%; USA
- Adil Rahmathulla – 33.3%; Canada

B. Limited Partners

C. Limited Partners

D. Limited Partners

E. Limited Partners

F. Limited Partners

- ¹ ISQ Global Fund III GP, LLC is the General Partner
- ² ISQ Global Fund III Lux GP, S.à.r.l. is the General Partner
- ³ ISQ Holdings, LLC is the General Partner
- ⁴ ISQ Holdings, LLC is the Managing Member
- ⁵ ISQ Global Fund III GP, LLC is the Managing Member

ATTACHMENT 2

FOREIGN CARRIER AFFILIATIONS AND INTERLOCKING DIRECTORATES

A. INTERROUTE FOREIGN CARRIER AFFILIATES

Pre-Transaction, Interoute is affiliated with the following foreign carrier affiliates and Interoute will remain affiliated with these foreign carriers, post-Transaction, Interoute's pre-Transaction foreign carrier affiliates listed below operate within the following World Trade Organization ("WTO") member countries: Austria, Belgium, , Canada, Czech Republic, Finland, France, Germany, Hong Kong, Hungary, Ireland, Italy, Lithuania, Luxembourg, Netherlands, Poland, Portugal, Romania, Singapore, Slovakia, Spain, Sweden, Switzerland, Turkey, and the United Kingdom. Interoute also is affiliated with a carrier operating in Serbia, a country which is in the process of obtaining, but has not yet obtained, WTO Member status. Interoute foreign affiliates own or control cable landing stations in Canada, Ireland, Italy, and the United Kingdom.

	Foreign Carrier Affiliate	Country of Operation
1)	GTT Austria GmbH (Austria)	Austria
2)	GTT Belgium BV (Belgium)	Belgium
3)	GTT Communications d.o.o. Beograd (Serbia)	Serbia
4)	GTT France SAS	France
5)	GTT Germany GmbH	Germany
6)	GTT Hungary Telecommunications Limited Liability (Hungary) (also known as Interoute Hungary)	Hungary
7)	GTT International BV (Netherlands)	Belgium, Luxembourg, Netherlands
8)	GTT International BV also known as KPN Eurorings BV	United Kingdom
9)	GTT International BV	France
10)	GTT International Germany BV	Germany

11)	GTT International Network Services Hong Kong Limited (Hong Kong)	Hong Kong
12)	GTT Italy Srl (Italy))	Italy
13)	GTT Poland sp z.o.o (Poland)	Poland
14)	GTT Romania Srl	Romania
15)	GTT Slovakia S.R.O	Slovakia
16)	GTT Switzerland SARL	Switzerland
17)	Hibernia Atlantic (UK) Limited (UK)	United Kingdom
18)	Hibernia Atlantic Cable System Limited (Ireland)	Austria, Belgium, France, Germany, Luxembourg, Netherlands, Poland, Portugal, Spain, Sweden, Switzerland, United Kingdom
19)	Hibernia Atlantic Communications (Canada) Company (Canada)	Canada
20)	Hibernia Atlantic Singapore Pvt Ltd (Singapore)	Singapore
21)	Hibernia Express (Ireland) Limited (Ireland)	Ireland
22)	Hibernia Express (UK) Limited (UK)	United Kingdom
23)	Hibernia Express Ireland Limited (Ireland)	United Kingdom
24)	Hibernia Media (UK) Limited (UK)	Austria, Finland, France, Germany, Lithuania, Netherlands, Spain, Sweden
25)	Interoute Cloud UK Limited (UK)	United Kingdom
26)	Interoute Communications Holding Limited (UK)	United Kingdom
27)	Interoute Communications Limited	Sweden
28)	Interoute Communications Limited (UK)	Luxembourg, United Kingdom
29)	Interoute Czech SRO (Czech)	Czech Republic
30)	Interoute Hong Kong Limited (Hong Kong)	Hong Kong

31)	Interoute Iberia SAU (Spain)	Spain
32)	Interoute iletism Hizmetleri Sirketi (Turkey)	Turkey
33)	Interoute Managed Services AB	Sweden
34)	Interoute Media Services Ltd (UK)	United Kingdom
35)	Interoute Networks Limited (UK)	United Kingdom

B. BIDCO FOREIGN CARRIER AFFILIATES

Upon consummation of the Transaction, Interoute will be affiliated with the following new foreign carrier affiliates, which are affiliated with BidCo and I Squared. Interoute’s post-Transaction new foreign carrier affiliates listed below operate within the following World Trade Organization (“WTO”) member countries³⁰: Cambodia, Canada, Czechoslovakia, France, Germany, Hong Kong, India, Ireland, Malaysia, Myanmar, Philippines, Singapore, South Korea, Taiwan, Thailand, United Arab Emirates and the United Kingdom.

	Foreign Carrier Affiliate	Country of Operation
1)	HGC Global Communications (Taiwan) Limited	Taiwan
2)	HGC Global Communications Korea Limited	South Korea
3)	HGC Global Communications (Myanmar) Limited	Myanmar
4)	HGC Global Communications (Thailand) Limited	Thailand
5)	HGC Global Communications (Malaysia) Sdn. Bhd.	Malaysia
6)	HGC Global Communications (Cambodia) Company Limited	Cambodia

³⁰ BidCo and I Squared are also affiliated with HGC Global Communications (Guangdong) Limited and Guangdong Hong Yu Technology Company Limited, which provide internet access and data services in China. BidCo, however, does not believe that these entities are foreign carriers for purposes of the Commission’s rules, but is disclosing these affiliations out of an abundance of caution.

I Squared affiliates also hold a beneficial interest in Lincoln Multimedia LLC, the grantor and sole beneficiary of The Lincoln Multimedia Trust, which owns NextGen Multimedia Limited. *See* ITC-T/C-20170818-00140. Frank Washington is the trustee of The Lincoln Multimedia Trust. NextGen Multimedia provides domestic telecommunications services in the United States.

7)	HGC Global Communications Pte Ltd	Singapore
8)	HGC Global Communications (Philippines), Inc.	Philippines
9)	HGC Global Communications (UK) Limited	United Kingdom, France, Ireland, Germany
10)	HGC Global Communications Limited	Hong Kong, Canada
11)	HGC Global Communications (Czech) s.r.o.	Czechoslovakia
12)	HGC Global Communications FZ – LLC	Dubai, UAE
13)	Nexttech Communications Private Limited	India

C. INTERLOCKING DIRECTORATES

The following officers and directors of Interoute are also officers or directors of the identified foreign carriers.

Chris McKee, EVP, Corporate Development, General Counsel and Anthony Hansel SVP, Deputy General Counsel, will service as officers of Interoute and of the Interoute foreign carrier affiliates identified in the chart above.

The I Squared entities involved in this Transaction do not have any interlocking directorates with foreign carriers.

ATTACHMENT 3

Information required by 47 C.F.R. §63.04

The Applicants submit the following information pursuant to Section 63.04(b) of the Commission's Rules:

(b)(6): The proposed Transaction is described above in Section II of the Application.

(b)(7): A description of the geographic service areas and services provided in each area is included in Section I of the Application above.

(b)(8): Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. With respect to domestic authority, this Application is eligible for streamlined processing because, immediately following the Transaction, BidCo is not a telecommunications provider.

(b)(9): The Applicants are filing a joint domestic/international Section 214 application pursuant to Section 63.04(b) of the Commission's Rules, an application for international Section 214 authority pursuant to Section 63.18(e)(1) and (e)(2) of the Commission's Rules, and an application for transfer of control of Interoute's submarine cable landing license and cable landing stations pursuant to Section 1.767 of the Commission's Rules.

(b)(10): No party to this Application is requesting special consideration because it is facing imminent business failure.

(b)(11): No waiver requests are being filed in connection with this Application.

(b)(12): Consummation of the proposed Transaction will serve the public interest for the reasons detailed in Section III of the Application above.

ATTACHMENT 4

Information required by 47 C.F.R. §1.767

- (a) (1) The name, address and telephone number(s) of the Applicants are provided above in **Section V(a) of the Application.**
- (a) (2) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized is provided above in **Section V(b) of the Application.**
- (a) (3) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed is provided above in **Section V(c) of the Application.**
- (a) (8) For each applicant:
- (i) The place of organization and the information and certifications required in §§63.18(h) and (o) of this chapter are provided, respectively, in **Section V(b) (places of organization); Section V(h) (ownership); and Section V(o) (certification regarding denial of benefits).**
 - (ii) A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier, including an entity that owns or controls a cable landing station, in any foreign country. The certification shall state with specificity each such country. **See Section V(i).**
 - (iii) A certification as to whether or not the applicant seeks to land and operate a submarine cable connecting the United States to any country for which any of the

following is true. The certification shall state with specificity the foreign carriers and each country:

(A) The applicant is a foreign carrier in that country; or

(B) The applicant controls a foreign carrier in that country; or

(C) There exists any entity that owns more than 25 percent of the applicant, or controls the applicant, or controls a foreign carrier in that country; and

(D) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer and use of capacity on the cable in the United States.

See Section V(i-j) of the Application.

(iv) For any country that the applicant has listed in response to paragraph (a)(8)(iii) of this section that is not a member of the WTO, a demonstration as to whether the foreign carrier lacks market power with reference to the criteria in §63.10(a) of this chapter.

All destination markets listed, with the exception of Serbia, are WTO Member Countries. As explained in Section IV.B and V(k) of the

Application, all of the Interoute and BidCo foreign carrier affiliates lack market power in their destination countries.

(a)(9) A certification that the applicant accepts and will abide by the routine conditions specified in paragraph (g) of this section

By their signatures to this Application, BidCo and Interoute certify that they accept and will abide by the routine conditions specified in paragraph (g) of Section 1.767 of the Commission's Rules.

ATTACHMENT 5

International Section 214 Authorization Application

Interoute requests grant of international Section 214 authority to provide international global facilities based and global resale telecommunications services. Included below, in support of Interoute's request, is the additional Commission Rule Section 63.18 information that is not otherwise included in the Application *supra*.

- 63.18 (e)(1)(i)** Interoute requests international Section 214 authority to operate as a facilities-based carrier pursuant to Commission Rule 63.18(e)(1).
- 63.18 (e)(1)(iii)** Interoute certifies that it will comply with the terms and conditions of sections 63.21 and 63.23 of the Commission's Rules.
- 63.18 (e)(2)(i)** Interoute requests international Section 214 authority to operate as a resale carrier pursuant to Commission Rule 63.18(e)(2).
- 63.18 (e)(2)(iii)** Interoute certifies that it will comply with the terms and conditions of sections 63.21 and 63.23 of the Commission's Rules.

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Application of GTT Communications Inc., Interoute US LLC, and Cube Telecom Europe BidCo Limited for Grant of Authority to Complete a Transfer of Control of a Company Holding International and Domestic Section 214 Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended; to Transfer Control of a Company Holding a Submarine Cable Landing License; and for Grant of International Section 214 Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, was served first class U.S. mail, postage prepaid, on December 15, 2020.

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