

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

FILED/ACCEPTED

DEC 14 2007

Federal Communications Commission  
Office of the Secretary

In the Matter of	)	
	)	
BCE Nexxia Corporation,	)	
Bell Aliant Regional Communications,	)	File Nos.
Limited Partnership, and	)	ITC-T/C-20070801-00314,
Marine Cable Corporation, Transferors	)	ITC-T/C-20070801-00315, and
	)	SCL-T/C-20070801-00014.
6796508 Canada Inc., Transferee	)	
	)	
Transfer of Control of	)	
BCE Nexxia Voice Services Corporation	)	
	)	
	)	

**PETITION TO ADOPT CONDITIONS TO  
AUTHORIZATIONS AND LICENSES**

The Department of Justice (“DOJ”), including the Federal Bureau of Investigation (“FBI”), and Department of Homeland Security (“DHS”) (collectively, the “Agencies”), submit this Petition to Adopt Conditions to Authorizations and Licenses (“Petition”), pursuant to Section 1.41 of the Federal Communications Commission (“Commission”) rules.<sup>1</sup> Through this Petition, the Agencies advise the Commission that they have no objection to the Commission approving the transfers sought in the above-referenced proceedings, provided that the Commission conditions its approval on the agreement of BCE Nexxia Corporation, BCE Nexxia Voice Services Corporation, Bell Aliant Regional Communications, Limited Partnership, Marine Cable Corporation, and 6796508 Canada Inc. (collectively, “the Companies”) to abide by the commitments and undertakings set forth in the December 7, 2007 letter (the “Letter”) from the Companies to the Agencies, which is attached hereto.

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<sup>1</sup> 47 C.F.R. § 1.41.

In the above-referenced proceedings, the Companies have petitioned the Commission for approval to transfer control of BCE Nexxia Voice Services Corporation and Bell Aliant Regional Communications, Limited Partnership, holders of authorizations under Section 214 of the Communications Act of 1934, as amended, and Marine Cable Corporation, holder of authorization under the Submarine Cable Landing License Act, from BCE Inc. to 6796508 Canada Inc.

The Commission has long recognized that law enforcement, national security, and public safety concerns are part of its public interest analysis, and has accorded deference to the views of other U.S. government agencies with expertise in those areas. *See In the Matter of Comsat Corporation d/b/a Comsat Mobile Communications, etc.*, 16 FCC Rcd. 21,661, 21707 ¶ 94 (2001).

After discussions with representatives of the Companies in connection with the transfer request, the Agencies have concluded that the additional commitments set forth in the Letter will help ensure that the Agencies and other entities with responsibility for enforcing the law, protecting the national security, and preserving public safety can proceed appropriately to satisfy those responsibilities. Accordingly, the Agencies advise the Commission that they have no objection on those grounds to the Commission granting the above-referenced requests for transfer of control, provided that the Commission conditions its consent on compliance by the Companies with the commitments set forth in the Letter.

The Agencies are authorized to state that the Companies do not object to the grant of this  
Petition.

Respectfully submitted,

/s/ Charles M. Steele  
Charles M. Steele  
Chief of Staff  
National Security Division  
United States Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, DC 20530  
(202) 514-1057

/s/ Stewart A. Baker  
Stewart A. Baker  
Assistant Secretary for Policy  
U.S. Department of Homeland Security  
3801 Nebraska Avenue, N.W.  
Washington, DC 20528

/s/ Elaine N. Lammert  
Elaine N. Lammert  
Deputy General Counsel  
Federal Bureau of Investigation  
923 Pennsylvania Avenue, N.W.  
Washington, DC 20532  
(202) 324-1530

December 14, 2007

December 7, 2007

Mr. Kenneth L. Wainstein  
Assistant Attorney General  
National Security Division  
U.S. Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530

Mr. Stewart A. Baker  
Assistant Secretary of Policy  
U.S. Department of Homeland Security  
3801 Nebraska Avenue, N.W.  
Washington, D.C. 20528

Ms. Elaine N. Lammert  
Deputy General Counsel  
Federal Bureau of Investigation  
935 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530

Re: Pending applications by BCE Nexxia Voice Services Corporation and Bell Aliant Regional Communications, Limited Partnership, holders of international authorization under Section 214 of the Communications Act of 1934, and Marine Cable Corporation, holder of authorization under the Submarine Cable Landing License Act, for authority to transfer control from BCE Inc. to 6796508 Canada Inc.; ITC-T/C-20070801-00314, ITC-T/C-20070801-00315, and SCL-T/C-20070801-00014.

Dear Mr. Wainstein, Mr. Baker, and Ms. Lammert:

This letter outlines the commitments by 6796508 Canada Inc.<sup>1</sup> ("Holdco"), BCE Nexxia Corporation ("BCE Nexxia"), BCE Nexxia Voice Services Corporation ("Voice Services"), Marine Cable Corporation ("Marine"), and Bell Aliant Regional Communications, Limited Partnership ("Bell Aliant"), collectively referred to as "the Companies," to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"), in order to address national security, law enforcement and public safety concerns raised with regard to the Companies' applications to the Federal Communications Commission ("FCC") for consent to three separate transactions.

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<sup>1</sup> According to the response to Team Telecom's August 13, 2007 questions, Holdco is a Canadian corporation formed and owned by three investors—Teachers Private Capital, a division of Ontario Teachers' Pension Plan Board; and two private equity funds managed by Providence Equity Partners Inc. and Madison Dearborn Partners, LLC—for the purpose of the transaction at issue.

By way of background, BCE Nexxia is an indirect, wholly-owned subsidiary of BCE, Inc. ("BCE"). Voice Services and Marine are affiliates of BCE Nexxia, and are also indirect, wholly-owned subsidiaries of BCE. BCE controls Bell Aliant by way of a 42% voting interest and by means of a securityholders' agreement.

BCE Nexxia's U.S. operations are confined largely to providing private line links between customer locations in the U.S. and Bell Canada at the U.S.-Canada border. Voice Services connects with certain U.S. long distance companies at its U.S. points of presence in New York, NY and Chicago, IL to transport long distance calls on the U.S.-Canada route for those companies to and from Bell Canada, BCE's largest subsidiary in Canada. Voice Services holds an FCC section 214 authorization for this purpose. Marine owns IRUs in the America-Canada-1 ("AmeriCan-1") submarine cable, which operates between Seattle, WA and Vancouver, BC, and is an FCC licensee of that cable under the Submarine Cable Landing License Act. Marine also leases bandwidth in the Hibernia cable, which operates between Lynn, MA and Halifax, NS. Marine's sole customer is BCE Nexxia. Bell Aliant is a member of the Bell Aliant Regional Communications group of companies, which provides local telephone, long distance, data and other information technology and communications services to residential and business customers in Ontario, Québec and Atlantic Canada. Although it currently does not provide telecommunications services in the United States, Bell Aliant holds an existing FCC section 214 authorization.

Voice Services filed an application on August 1, 2007, with the Federal Communications Commission ("FCC") seeking authorization under Section 214 of the Communications Act of 1934 to transfer control of its international section 214 authorization from the current shareholders of BCE to Holdco. Separately, on August 1, 2007, Marine filed an application with the FCC for consent to the transfer of control of the interest in the AmeriCan-1 submarine cable landing license from the current shareholders of BCE to Holdco. Holdco and BCE have entered into an agreement under which Holdco will acquire all of the outstanding shares of BCE. Finally, also on August 1, 2007, Bell Aliant filed an application with the FCC seeking authorization to transfer control of its international section 214 authorization from the current shareholders of BCE to Holdco. Following consummation of the proposed transaction, Voice Services and Marine, which today are indirect, wholly-owned subsidiaries of BCE, will continue to be indirect, wholly-owned subsidiaries of BCE, and BCE will continue to control Bell Aliant.

Voice Services and Marine state that they do not obtain transactional data from customers, nor do they monitor the content of customer traffic or the amount of usage. Customer proprietary network information, such as billing addresses, charges and network configurations, is generally maintained in Canada.

The Companies agree that, for all customer billing records, subscriber information, or any other related customer information used, processed, or maintained in the ordinary course of business relating to Domestic Communications (as defined below) ("U.S. Records"), the Companies will make such U.S. Records available in the U.S. in response to lawful U.S. process. For these purposes, U.S. Records shall include information subject to disclosure to a U.S. Federal or state governmental entity under the procedures specified in Sections 2703(c) and (d) and Section 2709 of Title 18 of the United States Code.

The Companies agree to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws. The Companies agree to take all practicable measures to prevent unauthorized access to, or disclosure of the content of, communications or U.S. Records, in violation of any U.S. Federal, state, or local laws or of the commitments set forth in this letter. If the Companies learn of any unauthorized disclosure with respect to U.S. Records, they will deliver a written notification containing all the known details concerning each such incident to the DOJ, FBI and DHS within five (5) business days.

The Companies agree that they will not, directly or indirectly, disclose or permit disclosure of or access to U.S. Records, Domestic Communications (as defined below), or to any information (including the content of communications) pertaining to a wiretap order, pen/trap order, subpoena or other lawful demand by a U.S. law enforcement agency for U.S. Records, to any person if the purpose of such disclosure or access is to respond to the legal process or request on behalf of a non-U.S. government without first satisfying all pertinent requirements of U.S. law and obtaining the express written consent of the DOJ, FBI and DHS or the authorization of a court of competent jurisdiction in the United States. The term "non-U.S. government" means any government, including an identified representative, agent, component or subdivision thereof, that is not a local, state or federal government in the U.S. Any such requests or legal process submitted by a non-U.S. government to the Companies shall be referred to the DOJ, FBI and DHS as soon as possible, and in no event later than five (5) business days after such request or legal process is received by or known to the Companies, unless the disclosure of the request or legal process would be in violation of U.S. law or an order of a court in the United States.

If upon seven (7) business days following the FBI's, DOJ's and DHS' receipt of the Companies' referral, the FBI, DOJ and DHS have not acted, then the Companies may respond to such request or legal process as they deem appropriate, and the Companies thereafter shall promptly advise the FBI, DOJ and DHS in writing of their actions. Notwithstanding the foregoing, in the event of exigent circumstances or if the Companies' response to the non-U.S. government request or legal process is due less than ten (10) business days from the date the Companies receive the request or legal process, these time periods shall not apply, but the Companies shall use their best efforts under the circumstances to consult with the FBI, DOJ and DHS before responding, and will in any event notify the FBI, DOJ and DHS: 1) relative to the Companies' receipt of the request or legal process, not later than one (1) business day following such receipt; and 2) relative to the Companies' response to such request or legal process, not later than one (1) business day from the date the Companies submit their response.

The Companies also agree that, for so long as they provide Domestic Communications, they will maintain one or more points of contact within the United States with the authority and responsibility for accepting and overseeing compliance with a wiretap order, pen/trap order, subpoena or other lawful demand by U.S. law enforcement authorities for the content of communications or the U.S. Records. The Companies will promptly notify the DOJ, FBI and DHS of any change in the point(s) of contact. The point(s) of contact shall be resident U.S. citizens, and the Companies shall cooperate with any request by a U.S. government authority that a background check or security clearance process be completed for a designated point of contact.

The Companies acknowledge and agree that the obligations in this letter apply not only to the signatories hereto, but also to any subsidiary or affiliate of the Companies that provides Domestic Communications. For the purposes of this letter, "Domestic Communications" means: (a) Wire Communications or Electronic Communications (whether stored or not) from one U.S. location to another U.S. location; and (b) the U.S. portion of a Wire Communication or Electronic Communication (whether stored or not) that originates or terminates in the United States. "Electronic Communication" has the meaning given it in 18 U.S.C. § 2510(12). "Wire Communication" has the meaning given it in 18 U.S.C. § 2510(1).

The Companies agree that they will notify the DOJ, FBI and DHS promptly if there are any material changes in any of the facts as represented in this letter. All notices to be provided to the DOJ, FBI or DHS shall be directed to the named addressees of this letter.

The Companies agree that, in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, the DOJ, FBI or DHS may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to the Companies or any successor-in-interest to the Companies.

Nothing in this letter is intended to excuse the Companies or their subsidiaries from any obligation they may have to comply with U.S. legal requirements for the retention, preservation, or production of information, records or data, or from any applicable requirements of the Communications Assistance for Law Enforcement Act, 47 U.S.C. 1001, et seq., nor shall it constitute a waiver of: (a) any obligation imposed by any U.S. Federal, state or local laws on the Companies or their subsidiaries; (b) any enforcement authority available under any U.S. or state laws; (c) the sovereign immunity of the United States; or (d) any authority the U.S. government may possess (including without limitation authority pursuant to International Emergency Economic Powers Act) over the activities of the Companies or their subsidiaries located within or outside the United States. Nothing in this letter is intended to or is to be interpreted to require the parties to violate any applicable U.S. law. Likewise, nothing in this letter limits the right of the United States Government to pursue criminal sanctions or charges against the Companies or their subsidiaries, and nothing in this letter provides the Companies or their subsidiaries with any relief from civil liability.

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The Companies understand that, upon execution of this letter by authorized representatives or attorneys for the Companies, the DOJ, FBI and DHS shall promptly notify the FCC that the DOJ, FBI and DHS have no objection to the FCC's grant of the above-referenced applications.

Sincerely,

**6796508 Canada Inc.**

Date: December 12, 2007



By: \_\_\_\_\_  
Printed Name: Dean Metcalf  
Title: Authorized Signatory

BCE Nexxia Corporation

Date: December \_\_, 2007

By: \_\_\_\_\_

Printed Name:  
Title:

BCE Nexxia Voice Services Corporation

Date: December \_\_, 2007

By: \_\_\_\_\_

Printed Name:  
Title:



The Companies understand that, upon execution of this letter by authorized representatives or attorneys for the Companies, the DOJ, FBI and DHS shall promptly notify the FCC that the DOJ, FBI and DHS have no objection to the FCC's grant of the above-referenced applications.

Sincerely,

6796508 Canada Inc.

Date: December \_\_, 2007

By: \_\_\_\_\_

Printed Name:

Title:

BCE Nexxia Corporation

Date: December 7<sup>th</sup>, 2007

By: Mirko Bibic

Printed Name: MIRKO BIBIC

Title: VICE PRESIDENT, REGULATORY MATTERS

BCE Nexxia Voice Services Corporation

Date: December 7<sup>th</sup>, 2007

By: Mirko Bibic

Printed Name: MIRKO BIBIC

Title: VICE PRESIDENT, REGULATORY MATTERS

Marine Cable Corporation

Date: December 7<sup>th</sup>, 2007

Date: December \_\_, 2007

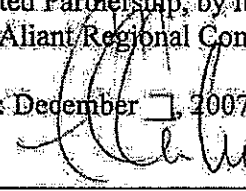
By: \_\_\_\_\_

Printed Name:

Title:

Bell Aliant Regional Communications,  
Limited Partnership, by its General Partner,  
Bell Aliant Regional Communications Inc.

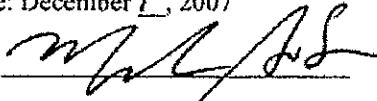
Date: December 1, 2007

By:  \_\_\_\_\_

Printed Name: Frederick P. Crooks

Title: Executive Vice President Corporate  
Services and Chief Legal Officer

Date: December 7<sup>TH</sup>, 2007

By: 

Printed Name: MIRKO BIBIC

Title: VICE PRESIDENT, REGULATORY MATTERS

Bell Aliant Regional Communications,  
Limited Partnership, by its General Partner,  
Bell Aliant Regional Communications Inc.

Date: December \_\_, 2007

By: \_\_\_\_\_

Printed Name:

Title: