

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

In the Matter of)
)
Allstream Fiber US, Inc.,)
 Licensee,)
)
MTS Inc.,)
 Transferor,)
)
 and) File No. _____
)
8312168 Canada, Inc.,)
 Transferee)
)
)
Application for Transfer of Control of)
Submarine Cable Landing License)

**APPLICATION FOR TRANSFER OF CONTROL OF
CABLE LANDING LICENSE
STREAMLINED PROCESSING REQUESTED**

MTS Inc. (“Transferor”), Allstream Fiber US, Inc. (“Allstream Fiber” or “Licensee”) and 8312168 Canada, Inc. (“Transferee,” and collectively with Allstream Fiber and MTS, Inc., the “Applicants”), pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Executive Order No. 10530, Exec. Ord. No. 10530 *reprinted as amended in* 3 U.S.C. § 301, and Section 1.767 of the Rules of the Federal Communications Commission (“Commission”), 47 C.F.R. §1.767, hereby request approval for the transfer of control of Allstream Fiber, as the holder of a cable landing license,¹ from Transferor to Transferee. As described below, Transferee seeks to acquire control of Allstream

¹ Allstream Fiber is authorized, pursuant to Section 1.767 of the Commission’s rules, to land and operate in the United States the AmeriCan-1 submarine cable, a private submarine fiber optic cable extending between the United States and Canada. See FCC File No. SCL-LIC-19980123-00002. Allstream Fiber currently holds a one-quarter interest in the capacity and the related support facilities and structures of the AmeriCan-1 submarine cable.

Fiber as part of a larger transaction pursuant to which Transferee will also acquire Allstream, Inc. (“Allstream”) and the Allstream business from subsidiaries of Manitoba Telecom Services, Inc. (“Manitoba Telecom”). Allstream is a provider of business communications services in Canada. The transaction will be seamless to existing customers. Applicants provide the following information in support of this Application.

I. THE APPLICANTS

A. Allstream Fiber (Licensee)

FRN: 0007477755

Allstream Fiber is organized under the laws of the state of Delaware in the United States and holds the license to land and operate the AmeriCan-1 submarine cable.

B. 8312168 Canada, Inc. (Transferee)

FRN: 0022751515

Transferee is a company organized under the laws of Canada and is headquartered in Canada. 8312168 Canada, Inc. is a wholly owned subsidiary of Accelero Capital Investments Holdings, S.a.r.l. (“Accelero Capital Investments”), a Luxembourg limited liability company. Accelero Capital Investments, in turn, is a wholly owned subsidiary of Accelero Capital Holdings, S.a.r.l. (“Accelero Capital Holdings”), also a Luxembourg limited liability company.

II. THE PROPOSED TRANSACTION

This application seeks consent of the Commission for the transfer of control of the above-referenced submarine cable landing authorization held by Allstream Fiber

From: Transferor, a Canadian corporation and an indirect subsidiary of Manitoba Telecom, an incumbent local exchange telephone company in Manitoba, Canada,

To: 8312168 Canada, Inc. (“Transferee”), a Canadian corporation and a direct subsidiary of Accelerero Capital Investments S.a.r.l. (Luxembourg) (“Accelerero Capital Investments”).

Allstream Fiber is a licensee of the AmeriCan-1 cable, which is operated on a non-common carrier basis between the United States and Canada. The parties will effectuate the transfer of control by the delivery of the stock of Allstream Fiber by Transferor to Transferee.

The transfer of control of Allstream Fiber is taking place in connection with the sale by Manitoba Telecom of Allstream, a Canadian corporation, and its Allstream business to Accelerero Capital Investments. Allstream, headquartered in Toronto, Canada, is a communications network connectivity and solutions provider for Canadian businesses that, among other things, provides fiber network coverage across Canada. The operations of Allstream Fiber form a small part of the overall Allstream business and the only portion of the Allstream business involving authorizations issued by the Commission.²

The Transferee is a subsidiary of Accelerero Capital Investments, an investment and management group focused on telecommunications, digital media, and technology headquartered in Luxembourg. As a result of the transaction, Allstream will become a stronger competitor to incumbent telephone companies in Canada in the provision of services in Canada’s enterprise market.

III. PUBLIC INTEREST CONSIDERATIONS

As a result of the proposed transaction, Allstream Fiber and the related Allstream business would receive an infusion of capital from Accelerero Capital Management, and Allstream Fiber would become a separate and additional competitor in its market, no longer operated by and affiliated with Manitoba Telecom, the incumbent telephone carrier in Manitoba, Canada.

² Allstream Fiber also holds an international Section 214 authorization, File No. ITC-214-19981207-00852. An application to transfer control of that authorization is being filed concurrently with this application.

Transferring control of the Allstream Fiber submarine cable landing license would facilitate the larger Allstream transaction, which would be transparent to customers now receiving service and would benefit competition in the international telecommunications market.

IV. INFORMATION REQUIRED BY SECTION 1.767 OF THE COMMISSION'S RULES

In support of this Application, Applicants submit the following information in accordance with Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767:

(1) Name, address and telephone number of Applicants:

Transferor and Licensee

Teresa Griffin-Muir
Vice President, Regulatory Affairs
Allstream Inc.
45 O'Connor Street, Suite 1400
Ottawa, Ontario, Canada K1P 1A4
Telephone: 613-688-8789
Fax: 613-688-8303
Email: Teresa.Griffin-Muir@mtsallstream.com

With a copy to:

Lawrence J. Movshin
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
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Washington, D.C. 20037
Telephone: 202-783-4141
Fax: 202-783-5851
lmovshin@wbklaw.com
jkostyu@wbklaw.com

Transferee

Ossama Bessada
President
8312168 Canada, Inc.
c/o Accelero Capital Holdings S.a.r.l.
65 Boulevard Grande Duchesse Charlotte
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Telephone: (647) 389-3337
Email: Ossama.bessada@accelerocapital.com

With a copy to:

John S. Logan
J.G. Harrington
Michael Pryor
Dow Lohnes PLLC
1200 New Hampshire Avenue, N.W.
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Telephone: (202) 776-2640
Fax: (202) 776-2222
jlogan@dowlohn.com
jgharrington@dowlohn.com
mpryor@dowlohn.com

(2) Place of Formation

Licensee: Allstream Fiber US, Inc., is organized under the laws of the United States (Delaware)

Transferee: 8312168 Canada, Inc. is organized under the laws of Canada

Transferor: MTS Inc. is organized under the laws of Canada

(3) Correspondence concerning this Application should be sent to:

For Allstream Fiber (Licensee) Lawrence J. Movshin
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
2300 N Street, N.W., Suite 700
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Telephone: 202-783-4141
Fax: 202-783-5851
lmovshin@wbklaw.com
jkostyu@wbklaw.com

For 8312168 Canada, Inc. ("Transferee") John S. Logan
J.G. Harrington
Michael Pryor
Dow Lohnes PLLC
1200 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 776-2640
Fax: (202) 776-2222
jlogan@dowlohn.com
mpryor@dowlohn.com

(4) Certification and Ownership Information Required by Section 63.18(h)-(k) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h)-(k), (o):

Section 63.18(h) – 10 Percent or Greater Shareholders in Transferee, 8312168 Canada, Inc.:

After consummation of the Transaction, all of the issued and outstanding shares of the licensee, Allstream Fiber, will be held by the Transferee, 8312168 Canada, Inc., a wholly owned subsidiary of Accelerero Capital Investments Holdings, S.a.r.l. ("Accelerero Capital Investments"), a Luxembourg limited liability company. Accelerero Capital Investments, in turn, is a wholly owned subsidiary of Accelerero Capital Holdings, S.a.r.l. ("Accelerero Capital Holdings"), also a Luxembourg limited liability company.

The following entities and persons have a 10% or greater ownership interest in Accelerero Capital Holdings, S.a.r.l.

Company Name	Orascom TMT Investments S.a.r.l.
Address	1, boulevard de la Foire L-1528 Luxembourg
Jurisdiction of Formation	Luxembourg
Principal Business	Holding Company

Interest	20.0%
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Orascom TMT Investments S.a.r.l. is a wholly owned holding company for investments of The Marchmont Trust, a Jersey family trust for the benefit of the Sawiris family. The Marchmont Trust owns Orascom TMT Investments S.a.r.l. through two wholly owned Cayman Island companies: Marchmont Limited, which is the 100% owner of Marchco Holding Limited, which, in turn, is the 100% owner of Orascom TMT Investments S.a.r.l. The trustee of the Marchmont Trust is February Private Trust Company, a Jersey trustee company of which Ms. Yousriya Nassif Loza is the settlor. Ms. Loza also is a discretionary beneficiary of the February Private Trust Company, along with the International Federation of Red Cross and Red Crescent Societies.

Company Name	Khaled Bishara
Citizenship	Egypt
Principal Business	Managing Partner, Accelero Capital
Interest	16.2%

Company Name	Pezou S.a.r.l.
Address	40, Holland Park, London, W11 3RP, United Kingdom
Jurisdiction of Formation	Luxembourg
Principal Business	Investments
Interest	16.2%

Pezou S.a.r.l. is 100% owned and controlled by Mr. Rodolphe Aldo Mario Mareuse, a citizen of France residing in the United Kingdom. Mr. Mareuse is a Managing Partner of Accelero Capital.

Company Name	Panda Investments
Address	C/o UBS Trustees (Singapore) Ltd., 1 Raffles Quay, #50-01 North Tower, Singapore 048583
Jurisdiction of Formation	Singapore
Principal Business	Private Family Trust
Interest	14.2%

Panda Investments is a trust for the sole benefit of Ossama Bessada, a citizen of Egypt residing in Canada. Mr. Bessada is a Managing Partner of Accelero Capital. The trustee is UBS Trustees (Singapore) Ltd., an indirect subsidiary of UBS AG, a public traded international banking and financial services company.

There are no other individuals or entities that hold a 10% or greater direct or indirect equity or voting interest in Accelero Capital Holdings.

Section 63.18(h) – Interlocking Directorates:

Mr. Ossama Bessada and Mr. Rodolphe Aldo Mario Mareuse sit on the board of directors of WIS Telecom S.p.A. Mr. Mareuse, in addition, sits on the board of directors of Keyyo Societe Anonyme Francais. Transferee does not anticipate that there will be any additional interlocking directorates with carriers other than the commonly owned Allstream and its subsidiaries following the consummation of the proposed transaction.

Section 63.18(i) – Certification Regarding Foreign Carrier Status and Foreign Affiliation:

Upon consummation of the proposed transaction, Allstream Fiber will be affiliated with Allstream, a Canadian competitive provider of business services to enterprises within Canada. At the time of consummation, Allstream no longer will be controlled by or affiliated with Manitoba Telecom, the incumbent telephone company in Manitoba, Canada. Allstream and the entire Allstream business, of which Allstream Fiber is a small portion, will be transferred from Manitoba Telecom to the Transferee prior to or concurrent with the Transferee's acquisition of Allstream Fiber.

Apart from Transferee's proposed common ownership of Allstream Fiber with Allstream, Allstream Fiber would have no affiliate relationship with any foreign carrier and Transferee would have no affiliate relationship with any foreign carrier.

Section 63.18(j) – Certification Regarding Destination Markets:

Upon consummation of the proposed transaction, Transferee will control Allstream, which is a non-dominant carrier in Canada.

Section 63.18(k) – Certification Regarding WTO Status,

Canada, the only country listed in response to Section 63.18(j), is a World Trade Organization ("WTO") Member country.

Section 63.18(o) – Certification Regarding the Anti-Drug Abuse Act of 1988:

The Transferee certifies pursuant to Section 1.2001-1.2003 of the Commission's rules that no Transferee party to the application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §862.

(5) Routine Conditions Specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

The Transferee certifies that it will accept and abide by, and cause the Licensee to abide by, the routine conditions in Section 1.767(g), 47 C.F.R. §1.767(g).

(6) Streamlined Processing Request:

This application qualifies for streamlined processing pursuant to Section 63.12(c)(1)(ii) because, pursuant to Section 63.10(a)(3) of the Commission's rules, because neither Transferee nor Allstream Fiber will be affiliated with a dominant foreign carrier. As a result of the transaction, Allstream Fiber and its sister corporation Allstream will no longer be affiliated with Manitoba Telecom. The sole foreign carrier affiliation of Transferee and Allstream Fiber will be with Allstream, which, post-transaction, will be a non-dominant carrier in Canada with no other carrier affiliations.

V. CONCLUSION

For the foregoing reasons, the parties request that the Commission authorize the transfer of control of Allstream Fiber US, Inc., from MTS, Inc. to 8312168 Canada, Inc. as described herein.

Respectfully submitted,

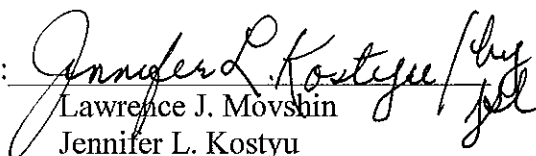
TRANSFEROR AND LICENSEE:

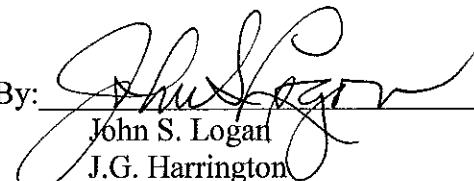
TRANSFEREE

MTS, INC.

8312168 CANADA, INC.

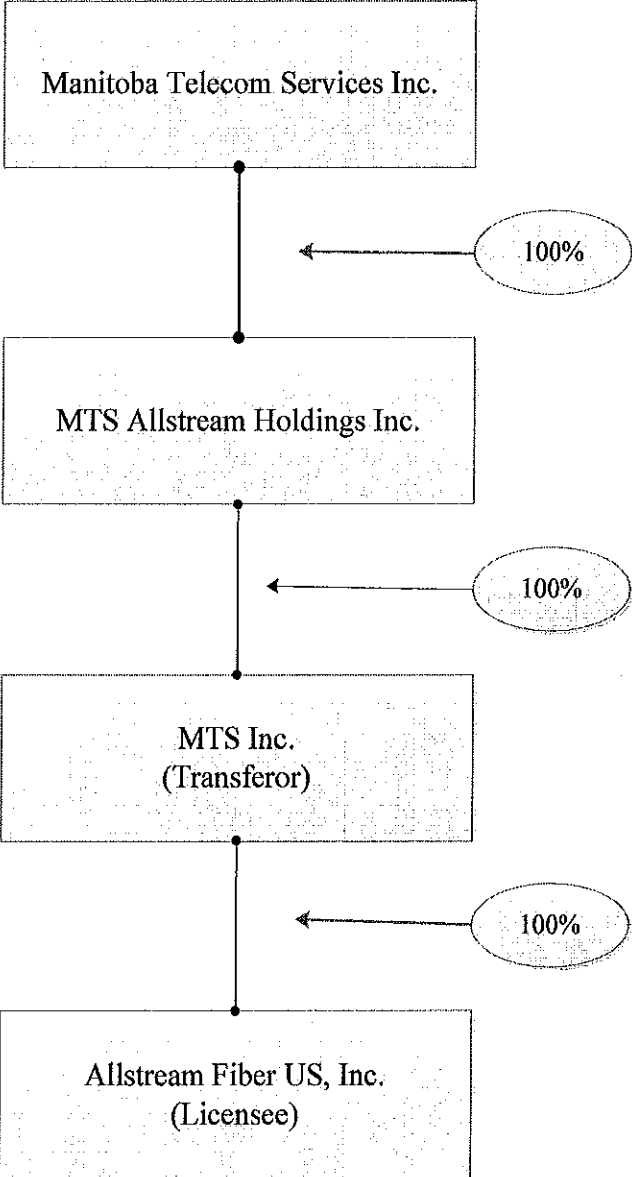
ALLSTREAM FIBER US, INC.

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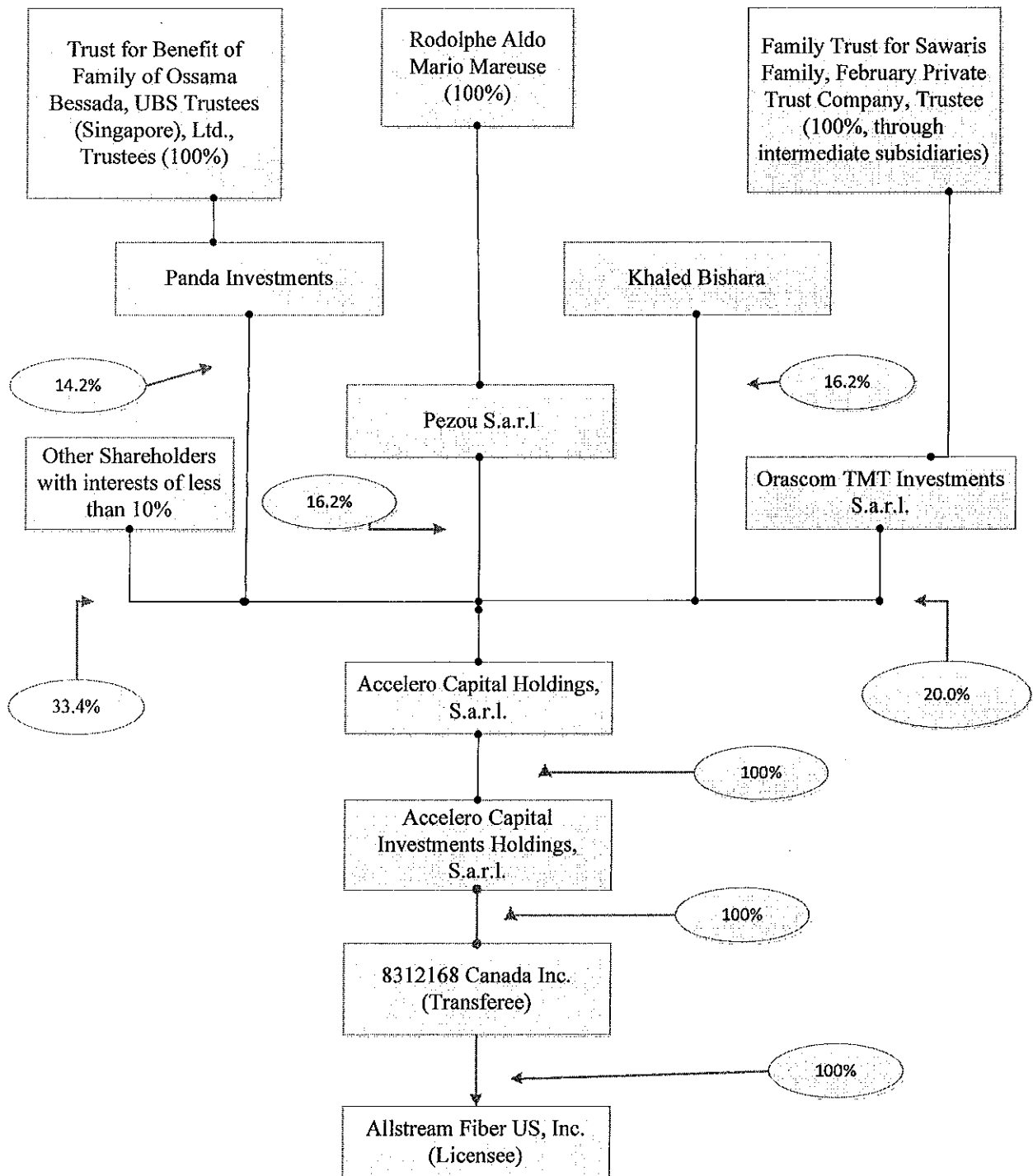
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Its Counsel

June 6, 2013

Appendix A: Pre-Acquisition Organizational Chart



Appendix B: Post-Acquisition Organizational Chart



CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served this date upon the following:

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(via first-class U.S. mail, postage prepaid)

U.S. Coordinator
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U.S. Department of State
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Washington, DC 20520-5818
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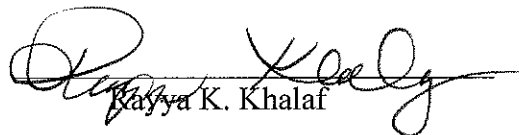
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Rayya K. Khalaf

June 6, 2013