

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

In the Matter of)
)
Cedar Cable Ltd.)
 Licensee,)
)
KeyTech Limited)
 Transferor,)
)
 and) File No. SCL-T/C-2015_____)
)
Atlantic Tele-Network, Inc.)
 Transferee)
)
Application for Transfer of Control of)
Cable Landing Licensee)

APPLICATION FOR TRANSFER OF CONTROL OF
CABLE LANDING LICENSEE
STREAMLINED PROCESSING REQUESTED

Cedar Cable Ltd. (“Cedar Cable”), its ultimate parent company, KeyTech Limited (“KeyTech”), and Atlantic Tele-Network, Inc. (“ATN”) (collectively, the “Applicants”), pursuant to an 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 to transfer control of KeyTech’s ownership interest in Cedar Cable, a licensee of the CB-1 System (FCC File No. SCL-LIC-20080603-00011), to ATN.

As further described below, ATN has agreed to acquire a controlling interest in KeyTech and its subsidiary Cedar Cable (the “Transaction”). As a result of the Transaction, ATN will

indirectly control Cedar Cable. Although indirect control of Cedar Cable will change, Cedar Cable will continue to provide private carriage services to its existing customers under existing service arrangements pursuant to its submarine cable landing license granted by the Commission. The Transaction, therefore, will be seamless to Cedar Cable's customers. In addition, the Transaction will not affect the owner of the U.S. landing point of the CB-1 System in Charlestown, Rhode Island and related facilities, MFS CableCo US, Inc. ("Verizon Business").

Applicants request streamlined processing for this Application pursuant to Section 1.767(k)(2) of the Commission Rules. A prompt and expeditious grant of this Application will significantly advance the public interest, convenience and necessity.

Applicants provide the following information in support of this Application:

I. THE APPLICANTS

A. Cedar Cable Ltd. (Licensee) and KeyTech Limited (Transferor)

Cedar Cable is a company organized under the laws of Bermuda. Cedar Cable is 100% owned by Chancery Holdings Limited ("Chancery"), a wholly-owned subsidiary of KeyTech, which also is organized under the laws of Bermuda. KeyTech is a publicly traded company trading on the Bermuda Stock Exchange. KeyTech is a diversified telecommunications holding company focused largely on the Bermuda and Cayman Islands telecommunications markets.

Cedar Cable owns all of the capacity on the CB-1 System, which links Bermuda and the United States, within the 200 nautical mile limit of the exclusive economic zone of the United States. The CB-1 System's U.S. cable landing station, which is owned and controlled by Verizon Business, is in Charlestown, Rhode Island.

B. Atlantic Tele-Network, Inc. (Transferee)

Founded in 1987, ATN is organized under the laws of the state of Delaware and headquartered in Beverly, Massachusetts. ATN's shares trade publicly on NASDAQ, and ATN has no controlling owner. ATN is an experienced and financially sound facilities-based carrier that has a long and successful history of providing communications service to island-based, rural, tribal, and other underserved markets in the mainland United States, Bermuda, and the Caribbean region. Through its operating subsidiaries, ATN provides both wireless and wireline connectivity to residential and business customers, including a range of mobile wireless solutions, local exchange services and broadband internet services. ATN also is the owner and operator of terrestrial and submarine fiber optic transport systems domestically and internationally, including a fiber network serving the New York and New England region, a partial interest in the Americas II submarine cable connecting the U.S. mainland and the Caribbean region, and a submarine cable system linking Trinidad and Tobago, Suriname, and Guyana.

II. THE PROPOSED TRANSACTION

On October 5, 2015, KeyTech and its subsidiary Chancery entered into a transaction agreement with ATN and its wholly-owned subsidiaries, ATN Caribbean Holdings, Ltd., an exempted Bermuda company, and ATN Bermuda Holdings, Ltd., a Bermuda company, whereby ATN will acquire a controlling interest in KeyTech and its subsidiaries, including Cedar Cable, as part of a proposed business combination of KeyTech with Bermuda Digital Communications, Ltd. (“Bermuda Digital Communications”). The proposed transaction will combine Bermuda Digital Communications, a leading mobile provider in Bermuda doing business under the “CellOne” name, with KeyTech, a Bermuda company that provides voice, broadband, and cable

television services under the “Logic” name in Bermuda and the Cayman Islands. ATN and KeyTech together currently own approximately 85% of CellOne. As part of the proposed transaction, ATN will contribute its current ownership interest of approximately 43% in CellOne and additional consideration in cash in exchange for a 51% stake in KeyTech, to be held by ATN’s wholly owned subsidiary, ATN Caribbean Holdings, Ltd., a Bermuda company. Accordingly, upon consummation of the Transaction, ATN will therefore hold an indirect 51% ownership interest in KeyTech, which will continue to hold a 100% indirect ownership interest in Cedar Cable. The Transaction is governed by Bermuda law and is subject to certain conditions, including obtaining necessary approvals from the Commission and other regulatory bodies. For the Commission’s convenience, pre- and post-closing organization illustrative charts are provided as Exhibit A.

III. PUBLIC INTEREST CONSIDERATIONS

Consummation of the Transaction described herein will serve the public interest because it will lead to the emergence of a more robust competitor in the submarine cable market for capacity between the United States and Bermuda. As part of ATN’s fiber cable portfolio, Cedar Cable will have better access to resources and capital needed to maintain and grow Cedar Cable’s submarine cable capacity business. It also will benefit from ATN’s significant experience with submarine fiber optic transport systems, including submarine cable systems in the Caribbean and South America.

Moreover, the change in ownership of Cedar Cable will not have any adverse impact on existing customers. Cedar Cable will continue to possess the managerial and technical qualifications to provide submarine capacity between Bermuda and the United States. Because the Transaction will be completed at the holding company level and will not change the rates,

terms or conditions of Cedar Cable's services, the Transaction will not result in a change of service provider for Cedar Cable's customers and will otherwise be transparent to customers of Cedar Cable. Immediately following consummation of the Transaction, Cedar Cable will continue to provide high-quality private carriage services to its customers without interruption and without immediate change in rates, terms or conditions.

At the same time, a grant of the Application would not result in any anticompetitive effects. For these reasons, Applicants respectfully submit that this Transaction is in the public interest.

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

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

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

Licensee: Cedar Cable Ltd. FRN: 0017654393

c/o KeyTech Limited
30 Victoria Street
Hamilton HM12
Bermuda
Tel: (441) 299-3075

Transferor: KeyTech Limited FRN: 0025019662

30 Victoria Street
Hamilton HM12
Bermuda
Tel: (441) 299-3075

Transferee: Atlantic Tele-Network, Inc. FRN: 0002372217

600 Cummings Center
Suite 268-Z
Beverly, MA 01915
Tel: (978) 619-1300

(2) Place of Formation:

Licensee/Transferor: Cedar Cable and KeyTech are companies organized under the laws of Bermuda.

Transferee: ATN is a corporation organized under the laws of Delaware.

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

For Cedar Cable and KeyTech:

Ulises Pin
Danielle Burt
Morgan, Lewis & Bockius LLP
2020 K Street, NW
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
ulises.pin@morganlewis.com
danielle.burt@morganlewis.com

with a copy to:

Michael Tanglao, Esq.
General Counsel
KeyTech Limited
30 Victoria Street
Hamilton HM12
Bermuda
Tel: (441) 296-9637
Mtanglao@keytech.bm

For ATN:

Douglas J. Minster, Vice President Government and Regulatory Affairs
Mary Mabey, Associate General Counsel
Atlantic Tele-Network, Inc.
600 Cummings Center
Beverly, Massachusetts 01915
+1 978 619 1300
DMinster@atni.com
MMabey@atni.com

with a copy to:

Phillip R. Marchesiello
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
(202) 783-4141
PMarchesiello@wbklaw.com
JKostyu@wbklaw.com

(4)-(7) Not Applicable.

(8)(i) Certification and Ownership Information Required by Sections 63.18(h) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h), (o):

Section 63.18(h) Ownership Information

Post-close, the ownership structure of Cedar Cable will be as follows:

The following entity currently holds a 10% or greater direct voting and equity ownership interest in Cedar Cable, and will continue to do so post-closing:

<u>Name</u>	<u>Nationality</u>	<u>Ownership %</u>	<u>Principal Business</u>
Chancery Holdings Limited 30 Victoria Street Hamilton HM12 Bermuda	Bermuda	100%	Holding Company

The following entity currently holds a 10% or greater direct ownership interest in Chancery Holdings Limited, and will continue to do so post-closing:

<u>Name</u>	<u>Nationality</u>	<u>Ownership %</u>	<u>Principal Business</u>
KeyTech Limited 30 Victoria Street Hamilton HM12 Bermuda	Bermuda	100%	Holding Company

The following entities currently hold a 10% or greater interest in KeyTech, and will continue to do so post-closing:

<u>Name</u>	<u>Nationality</u>	<u>Ownership %</u>	<u>Principal Business</u>
Bermuda First Investment Company (“BFIC”) 19 Par-la-ville Road Hamilton HM 11 Bermuda	Bermuda	Pre-close Approx. 30.4% of KeyTech Post-close Approx. 10.9% of KeyTech	Investment

<u>Name</u>	<u>Nationality</u>	<u>Ownership %</u>	<u>Principal Business</u>
Utilico Investments Limited (“Utilico”) ¹ 19 Par-la-ville Road Hamilton HM 11 Bermuda	Bermuda	Approx. 78% of BFIC	Investment Trust
General Provincial Life Pension Fund (L) Limited Level 1, Lot 7, Block F Suguking Commercial Building Jalan Patau-Patau 87000 Labuan F.T. Malaysia	Malaysia	57% of Utilico	Holding Company

General Provincial Life Pension Fund (L) Limited (“GPLPF”) is a holding company for a family trust whose trustees control the entire issued share capital of GPLPF and whose sole beneficiary is Mrs. Carmelita Naomi Roamer, a British retired investor, with an address at 1503 Chartwell Centre, 15 Chartwell Drive, Umhlanga Rocks 4319, South Africa.

The following entity will hold a 10% or greater direct ownership interest in KeyTech Limited upon completion of the Transaction:

<u>Name</u>	<u>Nationality</u>	<u>Ownership %</u>	<u>Principal Business</u>
ATN Caribbean Holdings, Ltd. 600 Cummings Center Suite 268-Z Beverly, MA 01915	Bermuda	51%	Holding Company

The following entity will hold a 10% or greater direct ownership interest in ATN Caribbean Holdings, Ltd. upon completion of the Transaction:

<u>Name</u>	<u>Nationality</u>	<u>Ownership %</u>	<u>Principal Business</u>
Atlantic Tele-Network, Inc. 600 Cummings Center Suite 268-Z Beverly, MA 01915	U.S.	100%	Holding Company

¹ In addition to Utilico’s indirect interest in KeyTech through BFIC, Utilico holds a direct interest in KeyTech pre-close of approximately 3% and post-close of approximately 1%.

The following individual holds a 10% or greater direct ownership interest in ATN:

Name	Nationality	Ownership %	Principal Business
Cornelius B. Prior, Jr. P.O. Box 12030 St. Thomas, U.S. Virgin Islands 00801	U.S.	28%	Investment

No other person or entity will hold a 10% percent or greater direct or indirect interest in Cedar Cable post-closing.

Section 63.18(h) Interlocking Directorates

The following officers and directors of Cedar Cable are part of interlocking directorates:

Name	Position with Cedar Cable	Foreign Carrier and Position
Fiona Beck	Chairman, Board of Directors	<ul style="list-style-type: none">• Cable Co Ltd. – Chairman, Board of Directors• WestTel Limited – Chairman, Board of Directors
Lloyd Fray	Deputy Chairman, Board of Directors	<ul style="list-style-type: none">• Cable Co Ltd. – Deputy Chairman, Board of Directors• Bermuda Digital Communications Ltd. – Director• WestTel Limited – Director
Leslie Rans	Director	<ul style="list-style-type: none">• Bermuda Digital Communications Ltd. – Director

ATN currently has the following interlocking directorates with foreign carriers:

Name	Position with ATN	Foreign Carrier and Position
Cornelius B. Prior, Jr.	Chairman, Board of Directors	<ul style="list-style-type: none">• Bermuda Digital Communications, Ltd. – Director
Michael T. Prior	President and Chief Executive Officer	<ul style="list-style-type: none">• Bermuda Digital Communications, Ltd. – Director
Justin D. Benincasa	Treasurer and Chief Financial Officer	<ul style="list-style-type: none">• Bermuda Digital Communications, Ltd. – Director• Guyana Telephone and Telegraph, Ltd. – Chairman, Board of Directors

Name	Position with ATN	Foreign Carrier and Position
Leonard Q. Slap	Senior Vice President, Secretary and General Counsel	<ul style="list-style-type: none"> • Guyana Telephone and Telegraph, Ltd. – Director
Barry C. Fougere	Senior Vice President – Business Operations	<ul style="list-style-type: none"> • Bermuda Digital Communications, Ltd. – Director • Guyana Telephone and Telegraph, Ltd. – Director
John Audet	Vice President – Finance	<ul style="list-style-type: none"> • Guyana Telephone and Telegraph, Ltd. – Director

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

By their signature to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003) (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(8)(ii) - Certification Regarding Foreign Carrier Status and Foreign Affiliation:

By its signature to this Application, Cedar Cable certifies that it is not a foreign carrier and that post-closing it will be affiliated with the following foreign carriers:²

- Cable Co. Ltd., which holds an International Public Telecommunications License and a Foreshore License in Bermuda.
- Bermuda Digital Communications Ltd., a cellular carrier in Bermuda.
- WestTel Limited, a provider of data, video and voice services over a domestic network in the Cayman Islands.
- DTH Television & Telecommunication N.V., d/b/a MIO Aruba, a telecommunications carrier in Aruba.
- Guyana Telephone & Telegraph, Ltd. d/b/a GT&T, the incumbent telecommunications carrier in Guyana.
- B.V.I. Cable TV Ltd. d/b/a BVI Cable TV, which is authorized to provide telecommunications services in the British Virgin Islands, although it presently provides only cable television services in that market.³

² Previously, Cedar Cable was affiliated with the Bermuda Telephone Company ("BTC"), Bermuda's incumbent local exchange carrier. In 2014, KeyTech sold its interest in BTC and they are no longer affiliates.

³ ATN has entered into an unrelated transaction to acquire control of the Innovative group of companies that provide local exchange, exchange access, domestic intrastate and interstate interexchange, international telecommunications, commercial mobile radio, wireline broadband

(8)(iii) - Certification Regarding Destination Markets:

By its signature to this Application, ATN certifies that, with the exception of Bermuda, it does not seek to operate a submarine cable connecting the United States to any country in which: (1) it is a foreign carrier; (2) it controls a foreign carrier in that country; (3) there exists any entity that owns more than 25% of ATN, or controls ATN, or controls a foreign carrier in that country; or (4) it is a party to, or the beneficiary of, a contractual relationship with a foreign carrier (or party controlling a foreign carrier) 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. The Commission has long treated Bermuda effectively as a World Trade Organization (“WTO”) member, as the U.S. Government treats all British overseas territories as subject to U.K. WTO commitments.⁴

(9) Certification of Compliance:

By its signature to this Application, ATN certifies that it accepts and will abide by the routine conditions set forth in Section 1.767(g) of the Commission’s Rules, 47 C.F.R. § 1.767(g).

(10) Not Applicable.

(11) Information Required of Transfer of Control Applicants.

A description of the cable landing license held by Cedar Cable and the file number of this license is attached hereto as Exhibit B.

Internet access, and cable services in the U.S. Virgin Islands, as well as cable services in the British Virgin Islands (through BVI Cable TV) and St. Maarten. *See* ATN to Acquire Innovative Group of Companies, Press Release, (Oct. 1, 2015),

<http://ir.atni.com/releasedetail.cfm?ReleaseID=934676%20>. Although the Innovative transaction has not yet been consummated, the potential affiliation with BVI Cable TV is reported here as a matter of completeness. ATN and Innovative have filed applications with the Commission for approval of that transaction.

⁴ *See* *Cable & Wireless USA, Inc.*, Order, Authorization & Certificate, 15 FCC Rcd. 3050, 3052 n.14 (IB 2000) (finding that Bermuda is subject to U.K. WTO commitments), *citing* Letter from Robert E. Dalton, Assistant Legal Adviser for Treaty Affairs, U.S. Department of State, to Rebecca Arbogast, Chief, Telecommunications Division, FCC International Bureau, File No. ITC-214-19990709-00412 (Feb. 16., 2000) (“Dalton Letter”) (stating that “it remains the Department’s position that, consistent with the Vienna Convention on the Law of Treaties and actions taken by the United Kingdom in accepting the WTO Agreement, the WTO Agreement applies to all British territories, including Bermuda and Gibraltar. The Office of the U.S. Trade Representative concurs in this view.”).

V. STREAMLINED PROCESSING REQUEST

The Applicants hereby request streamlined processing pursuant to Sections 1.767(j) and (k) of the Commission's rules, 47 C.F.R. §§ 1.767(j), (k). In particular, post-closing, none of the Applicants will be affiliated with a dominant foreign carrier in Bermuda. The Applicants qualify for a presumption of non-dominance under Section 63.10(a)(3) because their Bermudian affiliates are not monopoly providers of communications services in Bermuda and they lack 50% market share in the international transport and the local access markets in Bermuda. Moreover, this application raises no competition or public interest concerns that would require consideration outside of the Commission's streamlined review process. For all of these reasons, this application is eligible for streamlined processing under the Commission's rules.

VII. CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by the expeditious grant of this Application. Applicants respectfully request expedited and streamlined processing of this Application to permit the parties to consummate the Transaction as soon as possible.

Respectfully submitted,

/s/ Ulises Pin
Ulises Pin
Danielle Burt
Morgan, Lewis & Bockius LLP
2020 K Street, N.W.
Washington, D.C. 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)

Counsel for Cedar Cable Ltd.

Date: November 4, 2015

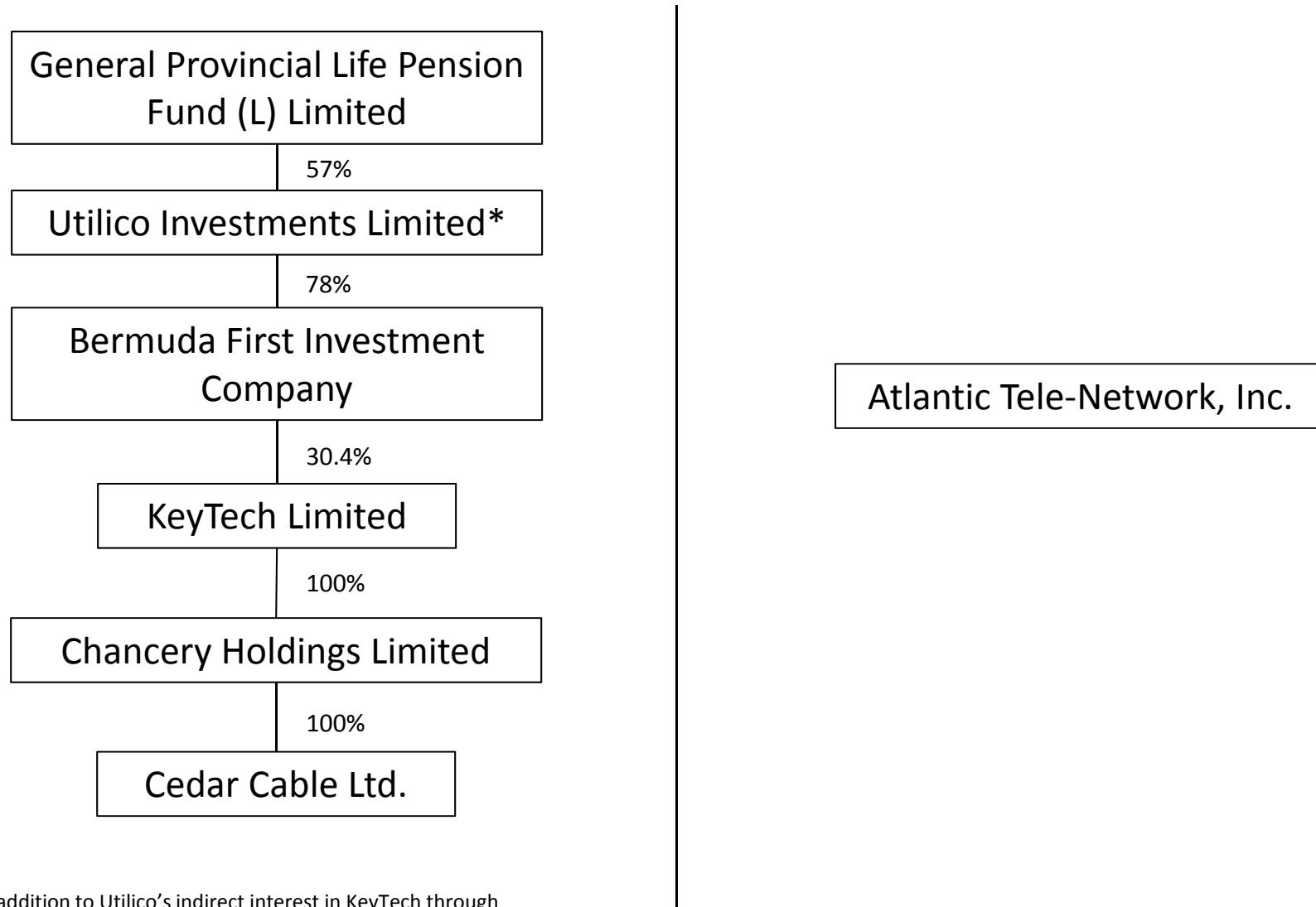
/s/ Phillip R. Marchesiello
Phillip R. Marchesiello
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
(202) 783-4141 (Tel)
(202) 783-5851 (Fax)

Counsel for Atlantic Tele-Network, Inc.

EXHIBIT A

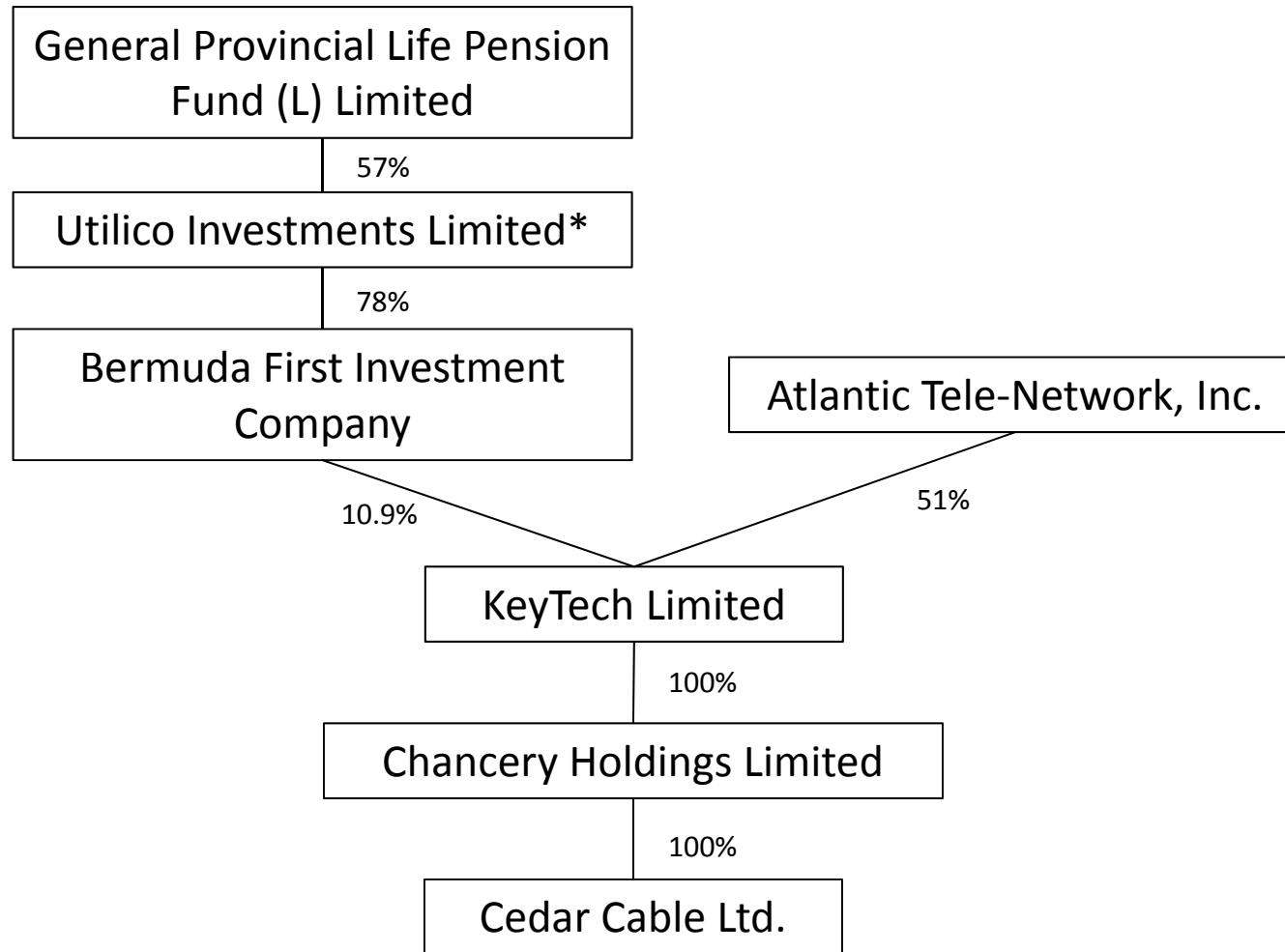
ILLUSTRATIVE CHARTS OF TRANSACTION

Pre-Transaction Illustrative Chart



*In addition to Utilico's indirect interest in KeyTech through Bermuda First Investment Company, Utilico holds a direct interest in KeyTech of approximately 3%.

Post-Transaction Illustrative Chart



*In addition to Utilico's indirect interest in KeyTech through Bermuda First Investment Company, Utilico will hold a direct interest in KeyTech of approximately 1%.

EXHIBIT B
SUBMARINE CABLE LANDING LICENSE HELD BY
CEDAR CABLE LTD.

Cable System	<u>FCC File No.</u>	Regulatory Status	Landing Points
CB-1	SCL-LIC-20080603-00011	Non-Common Carrier	Charlestown, Rhode Island; Paget, Bermuda

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)

Denise Coca
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(via electronic mail to denise.coca@fcc.gov)

David Krech
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(via electronic mail to
David.Krech@fcc.gov)

Susan O'Connell
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(via electronic mail to
Susan.O'Connell@fcc.gov)

U.S. Coordinator
EB/CIP
U.S. Department of State
2201 C Street, N.W.
Washington, D.C. 20520-5818
(via first class U.S. mail, postage prepaid)

Office of Chief Counsel/NTIA
U.S. Department of Commerce
14th Street and Constitution Ave., N.W.
Washington, D.C. 20230
(via first class U.S. mail, postage prepaid)

Defense Information Systems Agency
Attn: GC/DO1
6910 Cooper Avenue
Fort Meade, MD 20755-7088
(via first class U.S. mail, postage prepaid)

/s/ Danielle Burt

November 4, 2015