

December 23, 2020

Marlene H. Dortch
Secretary
Federal Communications Commission
45 L Street, NE
Washington, D.C. 20554

Re: Applications 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 (WC Dockwt No, 20-427 and IBFS File Nos ITC-T/C-20201215-00209 and SCL-T/C-20201216-00048)

Dear Secretary Dortch:

On December 15 and 16, 2020, GTT Communications, Inc. (“GTT”), Interoute US LLC (“Interoute”), and Cube Telecom Europe BidCo Limited (“BidCo” and, together with Interoute and GTT Communications, the “Applicants”) filed, with the Federal Communications Commission (“Commission”), an application for approval of the transfer of control of Interoute from GTT to BidCo (the “Application”).¹ The Application seeks the following: (1) consent to the transfer of control of domestic Section 214 authority through the sale of Interoute to BidCo; (2) consent to the transfer of control for the submarine cable landing license for the GTT Atlantic Cable System through the sale of Interoute to BidCo; and (3) a grant of international global resale and facilities-based Section 214 authority to Interoute. Interoute will not directly hold international Section 214 authority at the time of closing but will be operating under the international Section 214 authority of its parent company (which will not be sold to BidCo).

In response to queries from Wireline Competition Bureau and International Bureau Staffs received on December 17 and 18, 2020, the undersigned attorneys of the Applicants hereby forward the responses of the Applicants:

Domestic Section 214 Services

Interoute Domestic Services: Under its domestic interstate Section 214 authority, Interoute will be providing, at the time of closing, interstate fiber-based bandwidth services to large buyers of

¹ The filing of the submarine cable license transfer of control application with the International Bureau was delayed pending resolution of a file number issue in the International Bureau Filing System.

commodity bandwidth, such as other carriers and service providers, on a wholesale basis, and to large enterprise users, on a retail basis. Interoute will provide similar services between U.S. and foreign points.

BidCo Domestic Telecommunications Service Provider Affiliates: As noted in the Application,² BidCo is affiliated with NextGen MultiMedia Limited, a Delaware limited company (NextGen”). Specifically, pursuant to a Trust Agreement reviewed and approved by the Commission in connection with the transfer of control of NextGen,³ Lincoln Multimedia, LLC, a Delaware limited liability company and an affiliate of I Squared (“Lincoln Multimedia”), is the sole beneficiary of The Lincoln Multimedia Trust (the “Lincoln Trust”), which owns NextGen. The Lincoln Trust is controlled by Frank Washington who, as Trustee, exercises *de jure* and *de facto* control of NextGen. Under the terms of the Trust Agreement, the Trustee exercises all voting rights and communications between the Trustee and Lincoln Multimedia are prohibited, except for certain permitted communications which must be in writing.

NextGen offers international telecommunications services to carriers, over-the-top providers, and other enterprises with international telecommunications needs. Its service portfolio includes International Private Leased Circuit, Global Ethernet line, IP Virtual Private Network, Virtual Private Line, IP Transit, gaming, and Cloud solutions, among other services. NextGen, which offers private line, Ethernet, and transit services through its points of presence in California and New York, owns no other facilities in the United States and typically hands-off communications to other distributors although, on occasion, it will lease capacity to help service particular customers.

Domestic Service Competitive Operations Statement: There will be very limited overlap of NextGen and Interoute fiber facilities, once the *pro forma* assignments of GTT U.S. infrastructure assets are made. At the time of closing, the two companies will both have fiber points of presence, and very limited fiber deployment, in only two markets, New York, NY, and Los Angeles, CA. There are numerous, much larger fiber-based competitors in both markets and the market for fiber-based commodity bandwidth services is highly competitive.⁴ The proposed is not expected to have any meaningful impact on competition.

² See Application at Attachment 2, Note 30.

³ See *Transfer of Control of NextGen Multimedia Limited to Trustee*, WC Docket No. 17-209, File No. ITC-T/C-20170818-00140.

⁴ See *Business Data Services in an Internet Protocol Environment*, Report and Order, 32 FCC Rcd. 3459, ¶¶ 83-85 (2017) (finding the marketplace for packet-based and TDM-based transport competitive); *Business Data Services in an Internet Protocol Environment*, Order on Remand, 34 FCC Rcd. 5767 (2019) (confirming finding of competitive markets).

GTT Atlantic Submarine Cable System

Landing Stations: The GTT Atlantic Cable System connects landing stations located in the United States (Lynn, Massachusetts), and abroad (Herring Cove, Nova Scotia, Canada; Dublin, Ireland; Coleraine/Portrush, Northern Ireland and Southport, United Kingdom).

Submarine Cable Ownership: Interoute will only own and control the U.S. portion of the GTT Atlantic Cable System, specifically, the Lynn, Massachusetts cable landing station and associated equipment and the wet plant in U.S. territorial waters. The remaining segments of the Atlantic Cable System are owned by GTT foreign affiliates, control of which will be transferred to I Squared. By way of example, the Halifax cable landing station is held by an Interoute Canadian affiliate, and the Dublin cable landing station is held by an Interoute Irish affiliate.

Foreign Carrier Affiliations: As noted in Attachment 2.B of the Application, BidCo is affiliated with foreign carriers that operate in the following countries where the GTT Atlantic Cable System has landing points: Canada, Ireland and the United Kingdom. Neither BidCo nor its foreign carrier affiliates own or control a submarine cable landing station.

General Information

Anticipated Closing Timeframe: The transfer of control of Interoute is a small component of a larger global transaction. The Applicants seek expedited review and approval to enable timely consummation of the entire transaction, which the parties are targeting for April 1, 2021.

Federal Benefits/Anti-Drug Act of 1988 Certification:

GTT and Interoute certify that, pursuant to Sections 1.2001 through 1.2002 of the Commission's Rules, they and any affiliated "parties to the application," as defined in Section 1.2002(b), are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

As evidenced by the signature of BidCo's representative to this Application, BidCo certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that neither it nor any other party to the application that is affiliated with BidCo is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Telephone Numbers

Section V(c) of the Application, Contact Information for Correspondence, is hereby supplemented to add the telephone numbers for contact persons:

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Marlene H. Dortch
December 23, 2020
Page 4

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Kindly contact either of the undersigned if there are any questions or if further information is required.

Respectfully submitted,

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