



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <https://www.fcc.gov>
TTY: 1-888-835-5322

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DOMESTIC SECTION 214 APPLICATION GRANTED FOR THE TRANSFER OF CONTROL OF MITEL CLOUD SERVICES, INC. TO MLN TOPCO LTD.

WC Docket No. 18-162

By this Public Notice, the Wireline Competition Bureau (Bureau) grants the application filed by Mitel Networks Corporation (Mitel), Mitel Cloud Services, Inc. (MCSI), and MLN TopCo Ltd. (TopCo) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent to transfer indirect control of MCSI to TopCo. The Bureau received no comments in opposition to the proposed transaction.¹

On June 4, 2018, the Bureau released a Public Notice requesting comment on the Application.² On June 11, 2018, the Department of Justice (DOJ), the Federal Bureau of Investigation (FBI), Department of Homeland Security, and the Department of Defense (collectively, the Executive Branch Agencies) filed a letter requesting that the Commission defer action on this proceeding while they completed their review of any national security, law enforcement, and public safety concerns.³ We deferred action in response to the Executive Branch Agencies' request.⁴

On November 23, 2018, DOJ, to include its components, the National Security Division, and the FBI, submitted a Petition to Adopt Conditions to Authorizations and Licenses (Petition).⁵ In the Petition, DOJ advises the Commission that DOJ has no objection to the Commission approving the authority sought in this proceeding, provided the Commission conditions its approval on the assurance of TopCo, to abide by the commitments and undertakings set forth in the November 23, 2018 Letter of Agreement (Agreement) between TopCo and DOJ.⁶

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Application of MLN TopCo Ltd., Mitel Networks Corporation, and Mitel Cloud Services, Inc. f/k/a Mitel NetSolutions, Inc., for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Indirect Control of Domestic Section 214 Authority, WC Docket No. 18-162 (filed May 17, 2018) (Application).

² *Domestic Section 214 Application Filed for the Transfer of Control of Mitel Cloud Services, Inc. to MLN Topco Ltd.*, WC Docket No. 18-162, Public Notice, DA 18-579 (WCB 2018).

³ Letter from Debbie Wheeler, U.S. Department of Justice, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 18-162 (filed June 11, 2018).

⁴ *Notice of Removal of Domestic Section 214 Application from Streamlined Treatment*, WC Docket No. 18-162, Public Notice, DA 18-611 (WCB 2018).

⁵ Petition to Adopt Conditions to Authorizations and Licenses, WC Docket No. 18-162 and File No. ITC-T/C-20180517-00094 (filed Nov. 23, 2018).

⁶ *Id.* at 1 and Attach.

The Bureau finds, upon consideration of the record, that grant of the Application, subject to compliance with the Agreement, will serve the public interest, convenience, and necessity.⁷ Further, consistent with Commission precedent, the Bureau accords the appropriate level of deference to the Executive Branch Agencies' expertise on national security and law enforcement issues.⁸ Therefore, pursuant to section 214 of the Act, 47 U.S.C. § 214, and sections 0.91 and 0.291 of the Commission's rules, 47 CFR §§ 0.91, 0.291, the Bureau hereby grants the Application discussed in this Public Notice subject to compliance with the Agreement described above. A failure to comply with and/or remain in compliance with any of the provisions of the Agreement shall constitute a failure to meet a condition of this authorization and thus grounds for declaring the underlying authorizations terminated without further action on the part of the Commission. Failure to meet a condition of this authorization may also result in monetary sanctions or other enforcement action by the Commission.

Pursuant to section 1.103 of the Commission's rules, 47 CFR § 1.103, the grant is effective upon release of this Public Notice. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 CFR §§ 1.106, 1.115, may be filed within 30 days of the date of this Public Notice.

For further information, please contact Gregory Kwan, Wireline Competition Bureau, Competition Policy Division, (202) 418-1191.

⁷ 47 CFR § 63.03(b).

⁸ The Commission considers national security, law enforcement, foreign policy, and trade policy concerns when analyzing a transfer of control or assignment application in which foreign ownership is an issue. *See Amendment of the Commission's Regulatory Policies to Allow Non-U.S. Licensed Satellites Providing Domestic and International Service in the United States*, Report and Order, 12 FCC Rcd 24094, 24170-72, paras. 178-82 (1997); *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, IB Docket No. 97-142, Market Entry and Regulation of Foreign Affiliated Entities, IB Docket No. 95-22, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23919-21, paras. 61-66 (1997) (*Foreign Participation Order*), Order on Reconsideration, 15 FCC Rcd 18158 (2000). In assessing the public interest, the Commission considers the record and accords the appropriate level of deference to Executive Branch expertise on national security and law enforcement issues. *See Foreign Participation Order*, 12 FCC Rcd at 23919-21, paras. 61-66.