

Approved by OMB
3060-0686

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| INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY | |
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application for Transfer of Control of Section 214 Authority

| | | | |
|----------------------------|---|----------------------|----------------------------|
| 1. Legal Name of Applicant | | | |
| Name: | 89Degree Networks LLC | Phone Number: | 703-955-7770 |
| DBA Name: | | Fax Number: | |
| Street: | 14900 Conference Center Drive Suite 280A | E-Mail: | rcrinks@89deg-networks.com |
| City: | Chantilly | State: | VA |
| Country: | USA | Zipcode: | 20151 - |
| Attention: | Robert Crinks | | |

2. Name of Contact Representative

| | | | |
|-------------------|-------------------|----------------------|---------------------|
| Name: | Bennett Ross | Phone Number: | 202-719-7524 |
| Company: | Wiley Rein LLP | Fax Number: | 202-719-7049 |
| Street: | 1776 K Street, NW | E-Mail: | bross@wileyrein.com |
| City: | Washington | State: | DC |
| Country: | USA | Zipcode: | 20006- |
| Attention: | | Relationship: | Legal Counsel |

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

| | | | | | | | |
|---|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| File Number: ITC2142012051400127 | File Number: |
|---|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|

5. Name of Section 214 Authorization Holder

Name: 89Degree Networks LLC **Phone Number:** 703-955-7770

DBA Name: **Fax Number:**

Street: 14900 Conference Center Drive **E-Mail:** rcrinks@89deg-networks.com

Suite 280A

City: Chantilly **State:** VA

Country: USA **Zipcode:** 20151

Attention: Robert Crinks

6. Name of Assignor / Transferor

| | | | |
|-------------------|-------------------------------|----------------------|----------------------------|
| Name: | 89Degree Networks LLC | Phone Number: | 703-955-7770 |
| DBA Name: | | Fax Number: | |
| Street: | 14900 Conference Center Drive | E-Mail: | rcrinks@89deg-networks.com |
| | Suite 280A | | |
| City: | Chantilly | State: | VA |
| Country: | USA | Zipcode: | 20151 - |
| Attention: | | | |

7. Name of Assignee / Transferee

| | | | |
|-------------------|-------------------------------|----------------------|----------------------------|
| Name: | 89Degree Networks LLC | Phone Number: | 703-955-7770 |
| DBA Name: | | Fax Number: | |
| Street: | 14900 Conference Center Drive | E-Mail: | rcrinks@89deg-networks.com |
| | Suite 280A | | |
| City: | Chantilly | State: | VA |
| Country: | USA | Zipcode: | 20151 - |
| Attention: | Robert Crinks | | |

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
 Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
 Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for transfer of control of Section 214 authority held by
89Degree Networks, LLC.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No
 Not a Pro Forma

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| <p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p> | <p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> |
| <p>25. The assignee/transferee certifies that neither it nor any other 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, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p> | <p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> |

CERTIFICATION

| | |
|--|---|
| <p>26. Printed Name of Assignor / Transferor 89Degree Networks, LLC</p> | <p>29. Printed Name of Assignee / Transferee 89Degree Networks, LLC</p> |
| <p>27. Title (Office Held by Person Signing) Former CEO</p> | <p>30. Title (Office Held by Person Signing) President</p> |
| <p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Elaina Mangione</p> | <p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Robert Crinks</p> |
| <p style="text-align: center;">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p> | |

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD–PERM, Paperwork Reduction Project (3060–0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060–0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1
INTERNATIONAL AND DOMESTIC SECTION 214
TRANSFER OF CONTROL APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and Sections 63.04 and 63.24 of the Federal Communications Commission’s (“Commission” or “FCC”) rules,² 89Degree Networks, LLC (“89Degree Networks”) requests Commission consent to the transfer of control of domestic and international Section 214 authority held by 89Degree Networks. On December 31, 2015, Robert Crinks, who formerly held a minority interest in 89Degree Networks, obtained a controlling interest in the company from his spouse.

Answer to Question 10 – Section 63.18(c)-(d):

The name, title, address, and telephone number for 89Degree Networks:

Robert Crinks
President
89Degree Networks, LLC
14900 Conference Center Drive
Suite 280A
Chantilly, VA 20151
Tel: 703-955-7770
Fax: 888-248-4032

Correspondence regarding this application should be addressed to the following counsel for 89Degree Networks:

Bennett L. Ross
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
Tel: 202-719-7524
Fax: 202-719-7049
bross@wileyrein.com

Place of Formation:

89Degree Networks is a Virginia limited liability company.

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04 and 63.24.

International Section 214 Authority:

89Degree Networks holds the international Section 214 authorization that is the subject of this transfer of control application, File No. ITC-214-20120514-00127 (authorization to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules).

Answer to Question 11:

The following individuals and entity own a ten percent or greater equity and voting interest in 89Degree Networks:

Robert A. Crinks
11801 Foxclove Road
Reston, VA 20191

Citizenship: United States

Principal Business: President of 89Degree Networks

Ownership: 55% direct interest in 89Degree Networks

Valley Technologies Trust ("VTT")
12353 Sunrise Valley Dr.
Reston, VA 20191

Citizenship: Wyoming

Principal Business: Telecommunications Consulting

Ownership: 45% direct interest in 89Degree Networks

Mohamed Elagazy
1620 Admirals Hill Ct.
Vienna, VA 22181

Citizenship: United States

Principal Business: Sole trustee and beneficiary of VTT

Ownership: 100% direct interest in VTT; 45% indirect interest in 89Degree Networks.

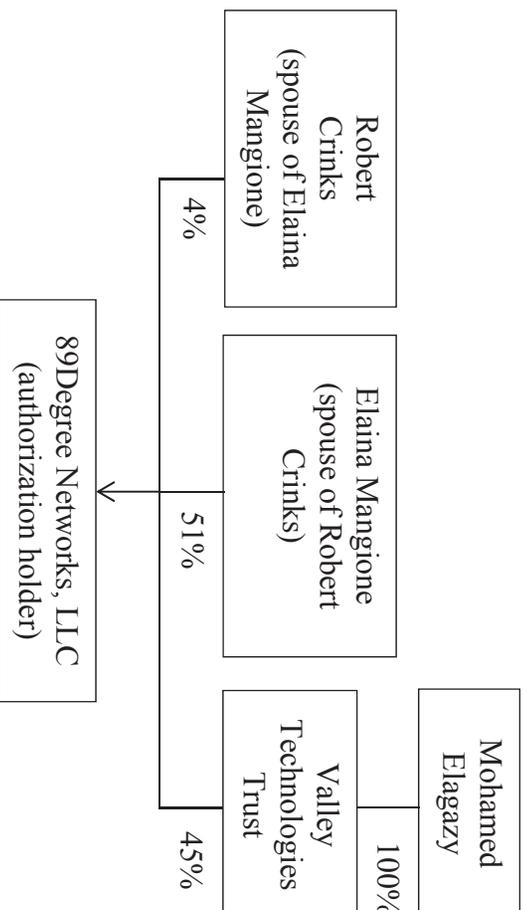
No other entities or individuals own a ten percent or greater direct or indirect interest in 89Degree Networks.

Answer to Question 13:

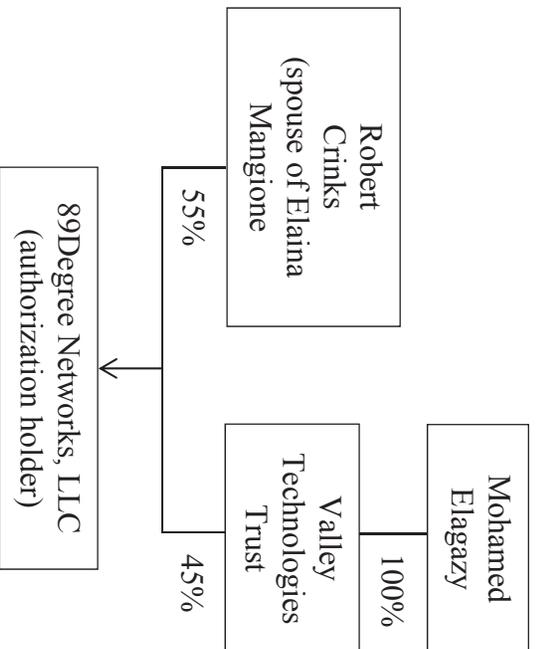
This filing seeks Commission consent to the transfer of control of the international Section 214 authorization held by 89Degree Networks. On December 31, 2015, Robert Crinks, who previously held a 4 percent interest in 89Degree Networks, acquired a 51 percent interest in the company from his spouse, Elainea Mangione, to bring his total ownership interest to 55 percent.

The below charts provide the pre- and post-transaction structure of 89Degree Networks.

Pre-Reorganization³



Post-Reorganization



³ 89Degree Networks notes that when the company notified the FCC of the *pro forma* transfer of its international Section 214 authorization in 2014, Elaina Mangione held a 51% interest, Robert Crinks held a 24% interest, John Sherrard held a 10% interest and Wesley Kaplow held a 15% interest. See File No. ITC-T/C-20140731-00230. Subsequently, VTT acquired a 45% interest in 89Degree Networks. Because this change was a change in minority ownership that did not result in a change of control, 89Degree Networks did not notify the FCC of this change. See 47 C.F.R. § 63.24.

Grant of the instant application serves the public interest and will cause no offsetting public interest harms. Therefore, the Commission should approve the transfer of control. Ms. Mangione transferred her shares in 89Degree Networks to her husband in order to focus her energies on her consulting business, rather than on 89Degree Networks. Ms. Mangione no longer has a management role in the company. Mr. Crinks has been the President of 89Degree Networks since it was founded in 2012, and will continue to run the business in addition to holding a majority of the outstanding shares of the company.

To the extent necessary, 89Degree Networks respectfully requests a waiver of Section 63.24(e) of the Commission’s rules, which requires prior FCC approval for a transfer of control.⁴ Prior approval for the instant transaction was not sought because neither Ms. Mangione nor Mr. Crinks understood that control had been transferred by virtue of their being married and Mr. Crinks continuing to exercise control in his capacity as President of the company.⁵ 89Degree Networks regrets any misunderstanding, and submits that grant of a waiver is in the public interest because it is necessary to ensure the accuracy of the Commission’s records.

Answer to Question 20:

This application qualifies for streamlined processing pursuant to Section 63.12(c) of the Commission’s rules.⁶ 89Degree Networks is not a foreign carrier and is not affiliated with any foreign carriers.

⁴ 47 C.F.R. § 63.24(e).

⁵ Compare 47 C.F.R. § 63.24(d), note 2 (identifying as a type of transaction that is “presumptively pro forma” a “[c]orporate reorganization that involves no substantial change in the beneficial ownership of the corporation . . .”), with 47 C.F.R. § 1.2110(c)(5)(iii)(A) (“Both spouses are deemed to own or control or have the power to control interests owned or controlled by either of them”).

⁶ 47 C.F.R. § 63.12.

INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO DOMESTIC 214 AUTHORIZATIONS

In support of the request for transfer of control of 89Degree Networks' domestic blanket Section 214 authority, the following information is submitted pursuant to Section 63.04 of the Commission's rules.⁷ Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 transfer of control application should submit as an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04.

RESPONSES TO SECTION 63.04(a)(6)-(12)

Section 63.04(a)(6):

See Answer to Question 13.

Section 63.04(a)(7):

89Degree Networks provides a T1 circuit in Tulsa, Oklahoma. 89Degree Networks does not have any affiliates that provide domestic telecommunications.

Section 63.04(a)(8):

This application for transfer of control of domestic Section 214 authority presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction: (1) 89Degree Networks will hold less than a ten percent share of the interstate, interexchange market; (2) to the extent that 89Degree Networks provides U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to this transaction; and (3) 89Degree Networks is not dominant with respect to any U.S. domestic service. 47 C.F.R. § 63.03(b)(2)(i).

Section 63.04(a)(9):

Applicants are filing an application to transfer control of 89Degree Networks' international Section 214 authorization, File No. ITC-214-20120514-00127.

Section 63.04(a)(10):

89Degree Networks is not requesting special consideration because it is not facing imminent business failure.

⁷

47 C.F.R. § 63.04.

Section 63.04 (a)(11):

To the extent necessary, 89)Degree Networks seeks a waiver of Section 63.03 of the Commission’s rules, which requires prior FCC approval for a transfer of control.⁸ Prior approval for the instant transaction was not sought because neither Ms. Mangione nor Mr. Crinks understood that control had been transferred by virtue of their being married and Mr. Crinks continuing to exercise control in his capacity as President of the company.⁹

Section 63.04 (a)(12):

See Answer to Question 13.

⁸ 47 C.F.R. § 63.03. 89)Degree Networks has also sought waiver of Section 63.24(e) of the Commission’s rules, 47 C.F.R. § 63.24(e).

⁹ *Compare* 47 C.F.R. § 63.24(d), note 2 (identifying as a type of transaction that is “presumptively pro forma” a “[c]orporate reorganization that involves no substantial change in the beneficial ownership of the corporation . . .”), with 47 C.F.R. § 1.2110(c)(5)(iii)(A) (“Both spouses are deemed to own or control or have the power to control interests owned or controlled by either of them”).