

STAMP & RETURN



AMENDED AND RESTATED REQUEST
August 18, 2014

ACCEPTED/FILED

AUG 18 2014

VIA HAND DELIVERY AND IBFS

Ms. Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Federal Communications Commission
Office of the Secretary

RE: Expereo Holding B.V. and CETP III Expereo S.à.r.l. Request for Special Temporary Authority

Dear Ms. Dortch:

Expereo Holding B.V. ("Expereo Holding" or "Transferor") and CETP III Expereo S.à.r.l. ("CETP III") or "Transferee") (registered with the Registre de commerce et des sociétés with number B.184620) (collectively the "Applicants"), through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission's Rules, 47 C.F.R. § 63.24, respectfully request Special Temporary Authority ("STA") for the transfer of control of the domestic and international Section 214 authorization of Expereo USA, Inc. ("Expereo USA"), a non-dominant international service provider. Applicants respectfully request that the Commission grant this STA request as soon as possible to permit continued operations by Expereo USA.

CETP III, through its subsidiary, Expereo Acquisition Holdings B.V. ("Expereo Acquisition"), entered into an agreement (the "Agreement") to acquire all of the stock of Expereo Holding and thereby acquire indirect control of Expereo USA (the "Proposed Transaction"). The Proposed Transaction will be brought about by the transfer of all of the shares of Expereo Holding to Expereo Acquisition. Following closing, CETP III will hold a majority, 66.9%, of the equity and voting rights in Expereo Acquisition, with the remaining 33.1% being held by current owners of Expereo Holding through Brumbear B.V., a limited liability company organized under the laws of The Netherlands.

Because of the integrated financing and other arrangements the parties entered into in anticipation of this transaction and for other business reasons, it is critical that the parties close on or about September 2, 2014. Unfortunately, the Applicants did not seek Commission approval of the transaction in sufficient time to complete a streamlined review prior to September 2, 2014. The oversight was inadvertent and unintentional. Given the relative size of Expereo USA's operations in relation to the transaction as a whole, the parties' focus was on business and regulatory concerns outside the U.S. As soon as this issue came to the Applicants' attention, Applicants took steps to file an application for approval of the transfer of control and request this authority. The Applicants

MARASHLIAN & DONAHUE, LLC

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WEB: WWW.COMMLAWGROUP.COM MCLEAN, VIRGINIA 22102

regret this oversight

Grant of the requested STA will serve the public interest. A grant will permit the continued, uninterrupted service to customers while the Commission reviews the underlying applications. It will also promote competition in the communications services marketplace. Applicants note that they are not aware of specific harms to customers or to the market that may occur as a result of Applicants' oversight. Rather, the transaction will have a positive impact on Expereo USA's operations and its ability to provide cutting edge, competitive, cost-effective services to customers. Applicants respectfully request the Commission to consider that, as soon as possible after this matter was brought to Applicants' attention, the Applicants have acted in good faith in filing an application for approval of the transaction prior to closing and to rectify the failure to file sufficiently in advance under the Commission's streamlined approval timelines.

The Applicants request sixty (60) days temporary authority while the regular Section 214 Applications are pending. The Applicants acknowledge that the grant of this STA will not prejudice any action the Commission may take on the Applications, and that once granted, the STA may be revoked on the Commission's own notice, without a hearing.

This filing and the applicable credit card payment in the amount of \$1,130.00 which satisfies the filing fee required under the Commission's rules, are being submitted electronically through the MyiBFS. Please data stamp the extra copy of this filing and return it in the envelope provided. Please contact the undersigned at (703) 714-1319 if you have any questions or require additional information.

Respectfully submitted,



Michael P. Donahue

Counsel for Applicants

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX# 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Marashalian & Donahue, LLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,130.00	
(4) STREET ADDRESS LINE NO. 1 1420 Spring Hill Road			
(5) STREET ADDRESS LINE NO. 2 Suite 401			
(6) CITY McLean		(7) STATE VA	(8) ZIP CODE 22102
(9) DAYTIME TELEPHONE NUMBER (include area code) 703-714-1300		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0016541484		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Expereo Holding B.V.			
(14) STREET ADDRESS LINE NO. 1 John M. Keynesplein 4-10			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Amsterdam		(17) STATE	(18) ZIP CODE 1066EP
(19) DAYTIME TELEPHONE NUMBER (include area code) 0031 (02) 20- 788 0561		(20) COUNTRY CODE (if not in U.S.A.) 609	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0023862592		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,130.00	(27A) TOTAL FEE \$1,130.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Michael P. Donahue</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE <u>8/12/14</u>	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No 2 of 2		SPECIAL USE
		FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB-- ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME CETP III Expereo S.a.r.l.		
(14) STREET ADDRESS LINE NO. 1 2 Avenue Charles de Gaulle		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY	(17) STATE	(18) ZIP CODE L-1653
(19) DAYTIME TELEPHONE NUMBER (include area code) +352 26862405	(20) COUNTRY CODE (if not in U.S.A.) 559	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0023857089	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE I	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE I	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE I	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE I	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE I	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE I	(29F) FCC CODE 2	

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

In the Matter of Expereo USA, Inc.,)	
)	
Expereo Holding B.V.,)	WC Docket No. - _____
Transfer,)	
)	
and)	
)	
CETP III Expereo S.à.r.l.,)	ITC-T/C-2014 _____
Transferee)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended, and Sections 63.04 and 63.24 of the)	
Commission's Rules to Transfer Control of)	
A Domestic and International Section 214 Carrier)	

JOINT APPLICATION – STREAMLINED PROCESSING REQUESTED

Expereo Holding B.V. ("Expereo Holding" or "Transferor") (FRN No. 0023862592) and CETP III Expereo S.à.r.l ("CETP III") or "Transferee") (FRN No. 0023857089) (registered with the Registre de commerce et des sociétés with number B.184620) (collectively the "Applicants"), by undersigned counsel, pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),¹ and Sections 63.03, 63.04, and 63.24 of the Federal Communications Commission's ("Commission") Rules,² hereby request Commission approval to transfer control of Expereo USA, Inc. ("Expereo USA") (FRN No. 0019893650). CETP III, through its subsidiary, Expereo Acquisition Holdings B.V. ("Expereo Acquisition"), entered into an agreement (the "Agreement") to acquire all of the stock of Expereo Holding and thereby acquire indirect control of Expereo USA (the "Proposed Transaction"). The Applicants seek to consummate the Proposed Transaction by September 2, 2014. Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application for the transfer of control of Expereo USA.

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.03, 63.04, 63.24.

Because CETP III will acquire, indirectly, approximately 67% of the equity of Expereo USA, the consummation of the Proposed Transaction will significantly dilute aggregate foreign ownership in Expereo USA. The Proposed Transaction raises no public-interest concerns that would warrant an extended review or transaction-specific conditions for consent. Indeed, this application qualifies for presumptive streamlined processing under 47 C.F.R. §§ 63.03(b) and 63.12, and the Applicants therefore request such treatment.

I. PARTIES

A. Expereo USA

Expereo USA is a corporation organized under the laws of the State of Delaware. Expereo USA is a wholly owned subsidiary of Expereo Holding. Expereo USA is an aggregator of "last mile" connectivity services. Specifically, Expereo USA provides broadband Internet, Ethernet, Virtual Private Networks (management) services, equipment installation and on-site professional services to international carriers, cloud providers and integrators in the United States. Expereo USA is registered to provide interstate telecommunications services (FCC Filer ID No. 828596) and was granted international Section 214 authority in File No. ITC-214-20100729-00309 on December 30, 2010. Expereo USA is also registered with the Canadian Radio-Television and Telecommunications Commission as a reseller and Basic International Telecommunications licensee in File No. 8190-E49-201203562. Expereo USA's headquarters is located at 11800 Sunrise Valley Drive, Suite 125, Reston, Virginia 20191.

B. Expereo Holding

Expereo Holding is limited liability company organized under the laws of The Netherlands. Expereo Holding acts as a holding company for Expereo USA and Expereo International B.V. Expereo Holding does not hold an international Section 214 authorization. Expereo Holding's headquarters is located at John M. Keynesplein 4-10, 1066EP Amsterdam, The Netherlands.

C. CETP III Expereo

CETP is a private company with limited liability (société à responsabilité limitée) incorporated under the laws of Luxembourg with its corporate seat in Luxembourg and with its registered office at 2, Avenue Charles de Gaulle, L-1653, Luxembourg and registered with the Registre de commerce et des sociétés with number B.184620. CETP III is owned by CETP III Participations S.à.r.l ("Participations"). Participations is owned by Carlyle Europe Technology Partners III, L.P which is advised by Carlyle Investment Management L.L.C. ("CIM"), an investment advisor registered with the U.S. Securities and Exchange Commission. CETP III does not hold international Section 214 authorization.

II. DESCRIPTION OF THE TRANSACTION

In accordance with terms of the Agreement, CETP III will acquire indirect control of Expereo Holding and, therefore, indirect control of Expereo USA. The Proposed Transaction will be brought about by the transfer of all of the shares of Expereo Holding to Expereo Acquisition. Following closing, CETP III will hold a majority, 66.9%, of the equity and voting rights in Expereo Acquisition, with the remaining 33.1% being held by current owners of Expereo Holding through Brumbear B.V., a limited liability company organized under the laws of The Netherlands. Under the terms of the Expereo Acquisition shareholders agreement, shareholders are directed to adopt resolutions by a simple majority of the votes cast. In connection with specified 'reserved matters' a qualified majority, of 90%, of the votes cast is required. These reserved matters are standard minority protection rights and relate to, for example, the making of any amendment to the Articles of Association and the issuance of shares for a price that is below fair market value.

Following the Proposed Transaction, the current shareholders of Expereo Holding will continue to hold the same proportion of ownership interest vis-à-vis one another that they held prior to the Proposed Transaction. Expereo USA's current management will continue to be responsible for the day-to-day operations of the business. Expereo USA will continue to provide service to customers

through its blanket Section 214 and International Section 214 Authorization at the same rates, terms and conditions.³

III. REQUEST FOR STREAMLINED TREATMENT

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.12. This Application is eligible for streamlined treatment under Section 63.03(b)(2)(ii) because (1) both before and after completion of the proposed transaction, Transferee and its Affiliates (as that term is defined in Section 3(1) of the Act, 47 U.S.C. §153(1)) ("Affiliates") will have a market share in the interstate, interexchange market of substantially less than 10%; (2) Transferee will acquire indirect control of Expereo USA's facilities and operations that provide competitive telephone exchange and exchange access services exclusively in geographic areas served by dominant local exchange carriers that are not parties to the transaction; and (3) none of the Applicants or their affiliates is dominant with respect to any service.

With respect to international Section 214 authority, this Application is eligible for streamlined treatment pursuant to Section 63.12 because, although the Applicants may be affiliated with one or more foreign carriers as described in Attachment 1: (1) the Applicants qualify for a presumption of non-dominance under Section 63.10(a)(3) (for the reasons set forth in Attachment 1); (2) the Applicants are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell; and (3) the Applicants do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the Proposed Transaction described herein serves the public interest. The Proposed Transaction promotes competition among telecommunications carriers by providing

³ As discussed in the attached request for Special Temporary Authority, the Applicants were unaware of the prior approval requirement and inadvertently failed to seek timely approval and have taken steps to ensure compliance with all applicable Commission's requirements going forward.

Expereo USA with the opportunity to strengthen its competitive position through a revised capitalization structure and to leverage the experience, perspectives, and resources of The Carlyle Group in order to accelerate the growth of the business.

Following the Proposed Transaction, Expereo USA's current management will continue to be responsible for the day-to-day operations of the business. Expereo USA LLC will continue to provide service to customers at the same rates, terms and conditions. The Proposed Transaction is transparent to customers and will not result in the discontinuance, reduction, loss, or impairment of service to customers. The Proposed Transaction is intended solely to provide additional capital and operational flexibility to the Expereo companies.

V. INFORMATION REQUIRED BY 47 C.F.R § 63.18

Pursuant to 47 C.F.R. § 63.18, the Applicants provide the following information in support of their request for consent to transfer control of Expereo USA's international Section 214 authorization to Expereo Acquisition:

(a) The name, address and telephone number of the transferor and transferee are:

Transferor

Expereo Holding B.V.
John M. Keynesplein 4-10
1066EP Amsterdam
The Netherlands
Tel: 0031 (02)20 – 788 0561

Transferee

CETP III Expereo S.à.r.l.
2 Avenue Charles de Gaulle
L-1653 Luxembourg
Tel: +352 26862405

Authorization Holder

Expereo USA, Inc.
John M. Keynesplein 4-10
1066EP Amsterdam
The Netherlands
Tel: 0031 (02)20 – 788 0561

(b) The Applicants' places of organization or incorporation are provided in Section I above.

(c) Correspondence concerning this Application should be sent to the following:

Transferor/Authorization Holder:

Marieke Thuis

Transferee:

Erica Herberg

Sr. International Legal Counsel
Expereo
John M. Keynesplein 4-10
1066 EP Amsterdam
The Netherlands
Tel: 0031- (0)20 -788 0561
Email: marieke.thuis@expereo.com

Manager
CETP III Expereo S.à.r.l.
2 Avenue Charles de Gaulle
L-1653 Luxembourg
Tel: +352 26862405
Email: Erica.herberg@carlyle.com

With a copy to:

Michael P. Donahue
Marashlian & Donahue, LLC
1420 Spring Hill Road, Suite 401
McLean, Virginia 22102
Tel: (703) 714-1319
Fax: (703) 714-1330
Email: mpd@commlawgroup.com

Michael P. Donahue
Marashlian & Donahue, LLC
1420 Spring Hill Road, Suite 401
McLean, Virginia 22102
Tel: (703) 714-1319
Fax: (703) 714-1330
Email: mpd@commlawgroup.com

(d) Expereo USA holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20100729-00309 on December 30, 2010. Expereo Holding, Expereo Acquisition and CETP III do not hold domestic or international Section 214 authorization. Responses to Rule 63.18 (e) through (g) are not applicable to this Application.

(e) The Applicants request approval of the transfer of control of Expereo USA's international Section 214 authorization to Expereo Acquisition.

(f) Not applicable.

(g) Not applicable.

(h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the Applicants.

Pre-Transaction Ownership of Expereo USA

The following entities/individuals directly or indirectly own or control 10% or more of Expereo USA:

Name: Expereo Holding B.V.
Address: John M. Keynesplein 4-10
1066EP Amsterdam
The Netherlands
Principal Business: Holding Company
Relationship: Owner of 100% of Expereo USA, Inc.

Name: Mulders Ventures B.V.

Address: Oud Over 16
3632VD Loenen aan de Vecht
The Netherlands
Citizenship: The Netherlands
Principal Business: Personal Holding Company (investment)
Relationship: Owner of 30% of Expereo Holding B.V.

Name: Alphonsus Maria Mulders
Address: Oud Over 16
3632VD Loenen aan de Vecht
The Netherlands
Citizenship: The Netherlands
Principal Business: Telecommunications Services Management
Relationship: Owner of 100% of Mulders Ventures B.V.

Name: Brunink Ventures B.V.
Address: Van Goyenlaan 22
3723GP Bilthoven
The Netherlands
Citizenship: The Netherlands
Principal Business: Personal Holding Company (investment)
Relationship: Owner of 30% Expereo Holding B.V.

Name: Walter Johannes Antonius Brunink
Address: Van Goyenlaan 22
3723GP Bilthoven
The Netherlands
Citizenship: The Netherlands
Principal Business: Telecommunications Services Management
Relationship: Owner of 100% of Brunink Ventures B.V.

Name: Rana Holding B.V.
Address: Vinkenkade 1
3645AN Vinkeveen
The Netherlands
Citizenship: The Netherlands
Principal Business: Personal Holding Company (investment)
Relationship: Owner of 20% of Expereo Holding B.V.

Name: Rajen Maganlal Raithatha
Address: Vinkenkade 1
3645AN Vinkeveen
The Netherlands
Citizenship: United Kingdom
Principal Business: Telecommunications Services Management
Relationship: Owner of 100% of Rana Holding B.V.

Name: Citywall BV
Address: Bloemendaalsweeg 150 a
251GJ Overveen
The Netherlands

Citizenship: The Netherlands
Principal Business: Personal Holding Company (investment)
Relationship: Owner of 10% of Expereo Holding B.V.

Name: Jan Adriaan van Berne
Address: Bloemendaalsweg 150 a
251GJ Overveen
The Netherlands
Citizenship: The Netherlands
Principal Business: Telecommunications Services Management
Relationship: Owner of 100% of Citywall B.V.

Name: Stichting Administratiekantoor Expereo
Address: J.M. Keynesplein 4-10
1066EP Amsterdam
Citizenship: The Netherlands
Principal Business: Foundation managing employee share certificates
Relationship: Owner of 10% of Expereo Holdings B.V.

To the best of the Applicants' knowledge, no other person or entity holds a 10% or greater interest in Expereo USA, Inc.

Post-Transaction Ownership of Expereo USA

Upon completion of the Proposed Transaction, the following entities/individuals will own or control 10% or more Expereo USA:

Name: Expereo Holding B.V.
Address: J.M. Keynesplein 4-10
1066EP Amsterdam
The Netherlands
Principal Business: Holding Company
Relationship: Owner of 100% of Expereo USA, Inc.

Name: Expereo Acquisition Holdings, B.V.
Address: J.M. Keynesplein 4-10
1066EP Amsterdam
The Netherlands
Principal Business: Holding Company
Relationship: Owner of 100% of Expereo Holding B.V.

Brumbear B.V.
John M. Keynesplein 4 – 10,
1066 EP Amsterdam
The Netherlands
Principal Business: Holding Company
Relationship: Owner of 33.1% of Expereo Acquisition Holdings B.V.

Name: Mulders Ventures B.V.
Address: Oud Over 16
3632VD Loenen aan de Vecht

The Netherlands
Citizenship: The Netherlands
Principal Business: Personal Holding Company (investment)
Relationship: Owner of 31.9% of Brumbear B.V.

Name: Alphonsus Maria Mulders
Address: Oud Over 16
3632VD Loenen aan de Vecht
The Netherlands
Citizenship: The Netherlands
Principal Business: Telecommunications Services Management
Relationship: Owner of 100% of Mulders Ventures B.V.

Name: Brunink Ventures B.V.
Address: Van Goyenlaan 22
3723GP Bilthoven
The Netherlands
Citizenship: The Netherlands
Principal Business: Personal Holding Company (investment)
Relationship: Owner of 31.9% Brumbear B.V.

Name: Walter Johannes Antonius Brunink
Address: Van Goyenlaan 22
3723GP Bilthoven
The Netherlands
Citizenship: The Netherlands
Principal Business: Telecommunications Services Management
Relationship: Owner of 100% of Brunink Ventures B.V.

Name: Rana Holding B.V.
Address: Vinkenkade 1
3645AN Vinkeveen
The Netherlands
Citizenship: The Netherlands
Principal Business: Personal Holding Company (investment)
Relationship: Owner of 21.2% of Brumbear B.V.

Name: Rajen Maganlal Raithatha
Address: Vinkenkade 1
3645AN Vinkeveen
The Netherlands
Citizenship: United Kingdom
Principal Business: Telecommunications Services Management
Relationship: Owner of 100% of Rana Holding B.V.

Name: Citywall BV
Address: Bloemendaalsweg 150 a
251GJ Overveen
The Netherlands
Citizenship: The Netherlands
Principal Business: Personal Holding Company (investment)

Relationship: Owner of 10.6% of Brumbear B.V.

Name: Jan Adriaan van Berne
Address: Bloemendaalsweeg 150 a
251GJ Overveen
The Netherlands
Citizenship: The Netherlands
Principal Business: Telecommunications Services Management
Relationship: Owner of 100% of Citywall B.V.

Name: Stichting Administratiekantoor Expereo
Address: J.M. Keynesplein 4-10
1066EP Amsterdam
The Netherlands
Citizenship: The Netherlands
Principal Business: Foundation managing employee share certificates
Relationship: Owner of 4.4% of Brumbear B.V.

CETP III Expereo S.à.r.l.
Address: 2, Avenue Charles de Gaulle, L-1653
Citizenship: Luxembourg
Principal Business: Investment vehicle
Relationship: Owner of 66.9% of Expereo Acquisition Holdings B.V.

CETP III Participations S.à.r.l.
Address: 2, Avenue Charles de Gaulle, L-1653
Luxembourg
Citizenship: Luxembourg
Principal Business: Investment
Relationship: Owner of 100% of CETP Expereo S.à.r.l.

Carlyle Europe Technology Partners III, L.P.
Address: C/O The Carlyle Group
1001 Pennsylvania Avenue, Suite 220S
Washington, DC, 20004
Citizenship: England
Relationship: Owner of 100% of CETP III Participations S.à.r.l.

CETP III is owned by CETP III Participations S.à.r.l. CETP III Participations S.à.r.l. is owned by Carlyle Europe Technology Partners III, L.P which is advised by Carlyle Investment Management L.L.C., an investment advisor registered with the U.S. Securities and Exchange Commission.

To the best of the Applicants' knowledge, no other person or entity will hold a 10% or greater interest in Expereo USA, Inc.

Expereo USA may have interlocking directorates with one or more foreign carriers as described in greater detail in Attachment 1. CETP III does not have any interlocking directorates with a foreign carrier.

Pre- and post-transaction ownership charts are attached hereto.

(i) Applicants may be affiliated with one or more foreign carriers, as described in greater detail in Attachment 1.

(j) Not applicable.

(k) Not applicable.

(l) [Reserved by the Commission]

(m) Not applicable.

(n) Applicants have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into any such agreements in the future.

(o) No party to this Application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

(p) The Applicants seek streamlined processing of this request for consent to transfer control of Expereo USA's international Section 214 authorization pursuant to 47 C.F.R. § 63.12 because, although the Applicants may be affiliated with one or more foreign carriers as described in Attachment 1: (1) the Applicants qualify for a presumption of non-dominance under Section 63.10(a)(3) (for the reasons set forth in Attachment 1); (2) the Applicants are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell; and (3) the Applicants do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

VI. INFORMATION REQUIRED BY 47 C.F.R § 63.04

The Applicants submit the following information, pursuant to 47 C.F.R. § 63.04, in support of their request for consent to transfer control to CETP III of the blanket domestic Section 214 authorization of Expereo USA:

(a)(1) See Section V.A above for the Applicants' names, addresses and telephone numbers.

(a)(2) The Applicants' places of organization or incorporation are provided in Section I above.

(a)(3) Contact information for the Applicants and Expereo USA is provided above in Section V.C.

(a)(4) Information regarding the entities and individuals that directly or indirectly own a 10% or greater ownership interest in the Applicants and Expereo USA and the percentage of ownership held by each of those entities/individuals.

(a)(5) No party to this Application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

(a)(6) A complete description of the Proposed Transaction is provided above in Section II.

(a)(7) Expereo USA provides broadband Internet, Ethernet, Virtual Private Networks (management) services, equipment installation and on-site professional services to international carriers, cloud providers and integrators in California, New York and Virginia.

(a)(8) This Application is eligible for streamlined treatment under Section 63.03(b)(2)(ii) because (1) both before and after completion of the proposed transaction, Transferee and its Affiliates will have a market share in the interstate, interexchange market of substantially less than 10%; (2) Transferee will acquire indirect control of Expereo USA's facilities and operations that provide competitive telephone exchange and exchange access services exclusively in geographic areas served by dominant local exchange carriers that are not parties to the transaction; and (3) none of the Applicants or their affiliates is dominant with respect to any service.

(a)(9) Concurrent with the filing of this Application, Applicants have filed an application for approval of the transfer of control of Expereo USA's international Section 214 authorization to CETP III.

(a)(10) The Applicants request expedited consideration of this application to allow for consummation of the Proposed Transaction by September 2, 2014.

(a)(11) The Applicants have not requested any waivers in connection with this Application.

(a)(12) Applicants provided a description of the public interest benefits of the Proposed Transaction above in Section IV.

VII. CONCLUSION

For the reasons stated above, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application as described herein.

Respectfully submitted,



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Counsel for Applicants

Dated: August 12, 2014

ATTACHMENT 1

Answer to Question 12

Expereo USA shares officers and/or directors with the following entities that may be foreign carriers:

- Alphons Mulder, who is Chief Executive Officer, President, Secretary and Treasurer of Expereo USA is also an officer and/or director of Expereo de Mexico S. de R.L. de C.V.
- Walter Brunink, who is Vice President of Expereo USA is also an officer and/or director of Expereo Singapore Pte. Ltd., Expereo Maroc S.a.r.l., and Expereo de Mexico S. de R.L. de C.V.
- Jan Van Berne, who is Assistant Secretary of Expereo USA is also an officer and/or director of Expereo Maroc S.a.r.l.

Answer to Questions 14 and 15

Transferor, through various affiliates, indirectly controls and/or holds ownership interests greater than 25 percent in a number of entities that may qualify as "foreign carriers" under the FCC's rules (depending on how the services provided by those entities – *e.g.*, certain broadband services – are classified under applicable regulations). These entities are as follows:

- Expereo Singapore Pte. Ltd., which operates in Singapore.
- Expereo Middle East FZ-LLC, which operates in the United Arab Emirates.
- Expereo Maroc S.a.r.l., which operates in Morocco.
- Expereo de Mexico S. de R.L. de C.V., which operates in Mexico.
- Expereo Argentina S.A., which operates in Argentina.

As explained below, none of these entities possesses market power in any destination market or along any U.S.-foreign route in any relevant service.

Transferee is ultimately controlled by The Carlyle Group, L.P. ("Carlyle"). Carlyle, through various affiliates, indirectly controls and/or holds ownership interests of greater than 25 percent in a number of entities that may qualify as "foreign carriers" under the FCC's rules (depending on how the services provided by those entities—*e.g.*, certain broadband services—are classified under applicable regulations). These entities including the following:

- Hyundai Communications and Network, which operates in Korea.
- kbrc Co., Ltd., which operates in Taiwan.
- Telecable de Asturias, which operates in Spain.

As explained below, none of these entities possesses market power in any destination market or along any U.S.-foreign route in any relevant service.

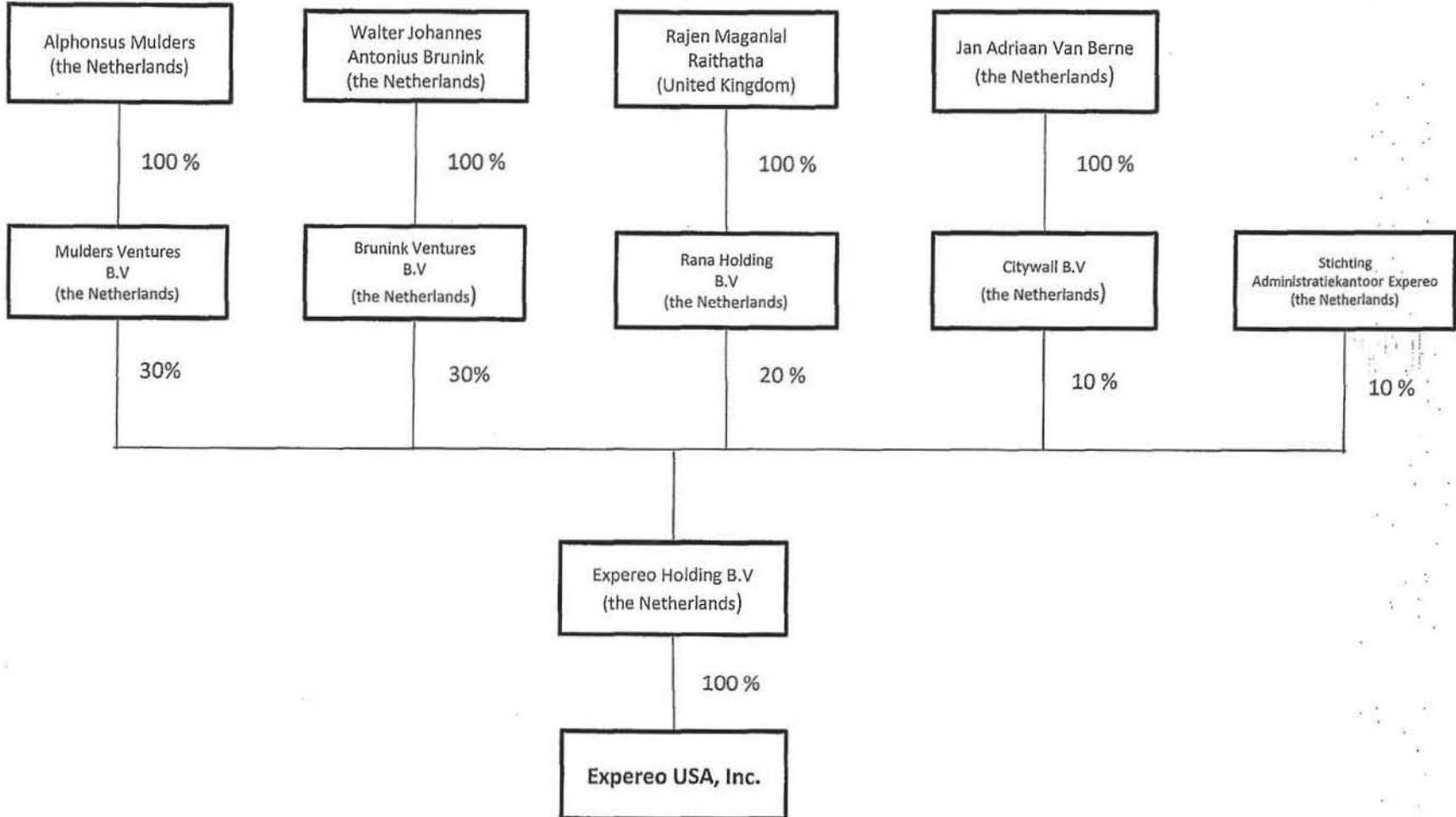
Answer to Question 16

Applicants request that the Commission classify Expereo USA as a "non-dominant" carrier between the United States and all countries (including, in particular, those listed above in the narrative response to Questions 14 and 15. Such classification is appropriate under Section 63.10 of the Commission's rules because each of the foreign affiliates identified in that response lacks 50 percent market share in the international transport and the local access markets on the foreign end of any relevant route.

ATTACHMENT 2

PRE-TRANSACTION OWNERSHIP STRUCTURE OF EXPEREO USA, INC.

Expereo USA, Inc. Organizational Chart Pre- Transaction

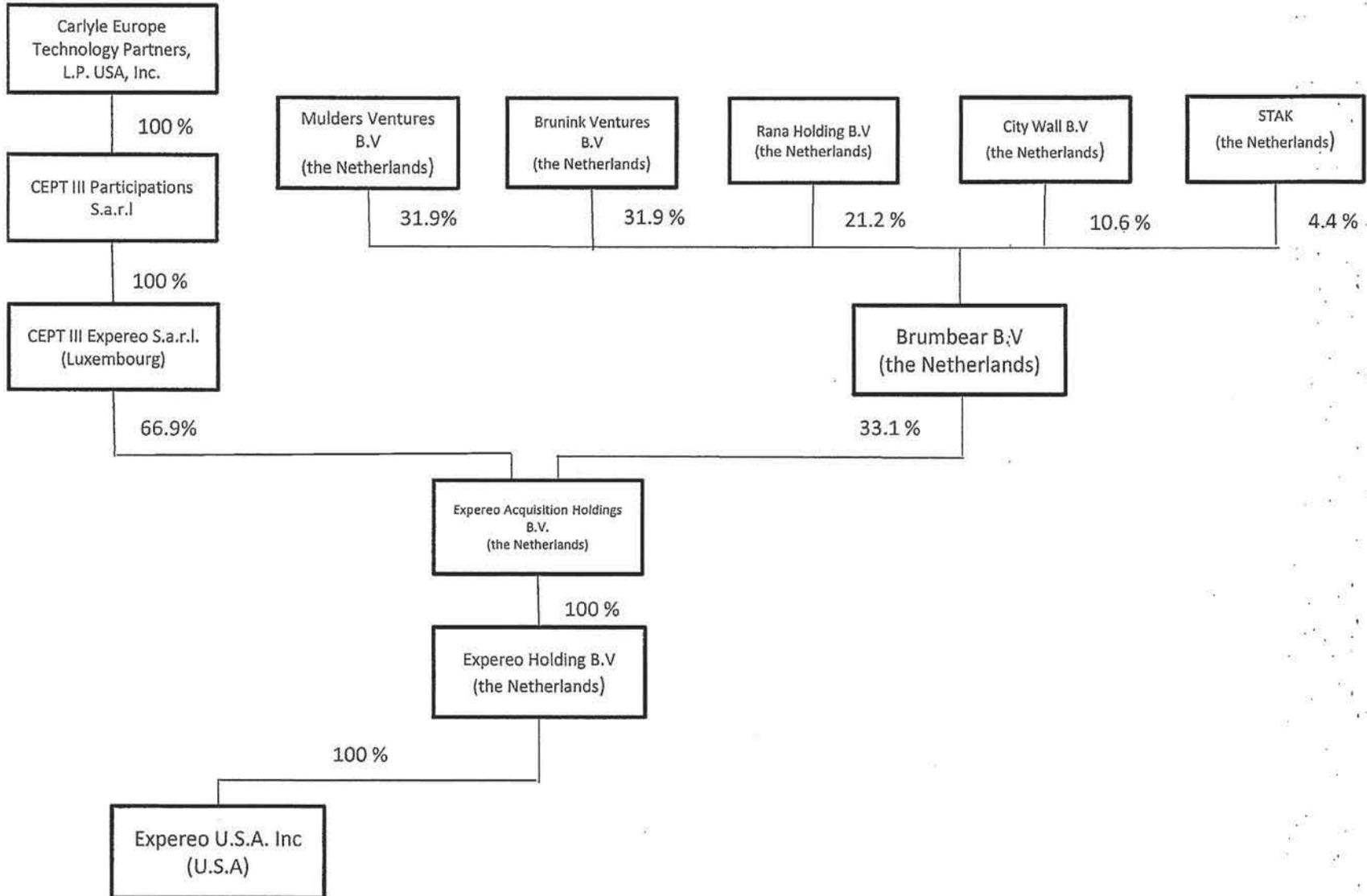


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ATTACHMENT 3

POST-TRANSACTION OWNERSHIP STRUCTURE OF EXPEREO USA, INC.

Expereo USA, Inc. Organizational Chart Post Transaction



CERTIFICATION

I, Walter Brunink, hereby certify that I am the VP of Expereo USA, Inc. and am authorized to make this certification on behalf of Expereo USA, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Expereo USA, Inc. are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury under the laws of the United State of America that the foregoing is true and correct. Executed this 2nd day, _____, 2014.

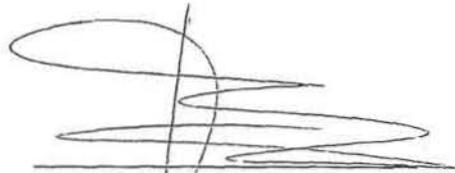


Name: Walter Brunink
Title: VP
Expereo USA, Inc.

CERTIFICATION

I, Barbara Imbs hereby certify that I am a Manager of CETP III Expereo S.à r.l.;that I am authorized to make this certification on behalf of CETP III Expereo S.à r.l.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to CETP III Expereo S.à r.l. are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct. Executed this __ day of _____, 2014.



Name: Barbara Imbs
Title: Authorised Manager
CETP III Expereo S.à.r.l.