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April 2, 2018

**VIA OVERNIGHT DELIVERY**

State of Utah  
Public Service Commission  
160 East 300 South/PO Box 45807  
Salt Lake City, Utah 84111  
(801) 530-6716

Re: Notification of Transfer of Control of Mitel Cloud Services, Inc.

To Whom It May Concern,

Mitel Networks Corporation ("Mitel Networks Corp."), Mitel US Holdings, Inc. ("Mitel US"), Mitel (Delaware), Inc. ("Mitel DE"), Mitel Networks, Inc., formerly ShoreTel, Inc. ("MNI") and Mitel Cloud Services, Inc. ("Mitel Cloud") (collectively, the "Parties") hereby notify the Utah Public Service Commission (the "Commission"), of the transfer of control of Mitel Cloud from Mitel DE to MNI (the "Transaction"). This transaction is the result of internal restructuring. For the Commission's records, the Parties provide the following information:

**I. THE PARTIES**

**A. Mitel Networks Corporation, Mitel US Holdings, Inc., Mitel (Delaware) Inc.**

Mitel DE, is a Delaware corporation and a direct wholly owned subsidiary of Mitel US. Mitel US is a Delaware corporation and direct wholly owned subsidiary of Mitel Networks Corp. Mitel Networks Corp. is a publicly traded (NASDAQ and TSX) Canadian corporation that, to its knowledge, does not have any 10% or greater owners other than institutional investor: NWQ Investment Management Company, LLC, which publicly reported that it held 12.3% of Mitel Networks Corp. common shares as of February 3, 2017. NWQ Investment Management Company, LLC does not have board representation or any right to board representation and has publicly reported that it holds the Mitel Networks Corp. common shares for investment purposes. Accordingly, it does not hold a controlling interest in Mitel Networks Corp.

Mitel Networks Corp. has its executive offices at 350 Legget Drive, Ottawa, Ontario, Canada K2K 2W7. Mitel Networks Corp. is a leading provider of integrated communications solutions and services for business customers. Mitel Networks Corp.'s internet protocol-based communications offerings consist of a combination of telephony hardware products, such as communications platforms and desktop devices, and software applications that integrate voice, video, and data communications with business applications and processes. Mitel Networks Corp. also offers a range of other services, including the design of communications networks and implementation, maintenance, training and support services. In addition, Mitel Networks Corp. sells packaged software applications that are designed to solve particular business communications challenges, including applications for contact centers, mobility, teleworking, messaging, and collaboration. Mitel Networks Corp. operates from over 40 locations world-wide.

**B. Mitel Networks, Inc.**

Mitel Networks Corporation and Mitel US Holdings, Inc. entered into an Agreement and Plan of Merger with Shelby Acquisition Corporation, dated July 27, 2017, for the purchase of MNI (which was formerly ShoreTel, Inc.) and its subsidiaries. On December 29, 2017, the former Mitel Networks, Inc. (the “Former Mitel Networks”) and MNI (which was formerly ShoreTel, Inc.), both Delaware corporations, merged and the surviving company, MNI, was renamed Mitel Networks, Inc., the same name previously held by the Former Mitel Networks. The Former Mitel Networks was dissolved during the merger into MNI. Assets of the Former Mitel Networks now belong to MNI. MNI is not a regulated utility.

**C. Mitel Cloud Services, Inc.**

Mitel Cloud, is certificated to provide competitive local exchange, interexchange, voice over internet protocol (“VOIP”), and commercial mobile radio (“CMRS”) services nationwide.<sup>1</sup> Mitel Cloud was approved by the Commission to offer public local exchange and interexchange telecommunications services in the state of Utah on July 25, 2007 (Docket No. 07-2480-01). Mitel Cloud also provides CMRS and VOIP services within the state. Mitel Cloud is a provider of interstate telecommunications services as a competitive carrier pursuant to Federal Communications Commission (“FCC”) regulations.

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<sup>1</sup> Mitel Cloud is certificated to provide competitive local exchange and interexchange services in Alabama, Alaska, Arizona, Arkansas, California, Canada, Colorado, Connecticut, Delaware, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin, and Wyoming. Mitel Cloud is certificated to provide competitive local exchange services in the District of Columbia, Florida, and Virginia. Mitel Cloud is certificated to provide CMRS services in California, Colorado, Delaware, Hawaii, Illinois, Indiana, Louisiana, Michigan, Montana, Nebraska, Nevada, North Dakota, South Dakota, Vermont, and West Virginia. Mitel is certificated to provide VOIP services in Arizona, California, Connecticut, Illinois, Indiana, Iowa, Michigan, Montana, Nebraska, and North Dakota.

**II. DESIGNATED CONTACT**

Questions, correspondence or other communications concerning this notice should be directed to:

Lance J.M. Steinhart, Esq.  
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**III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of Common Stock Issuance Agreement, dated December 29, 2017, MNI agreed to issue Mitel DE 100 shares of common stock in exchange for the transfer by Mitel DE of 1,000 shares of common stock of Mitel Cloud. As a result of this Transaction, MNI is wholly owned by Mitel DE. The direct ownership of Mitel Cloud is therefore transferred from Mitel DE to MNI. However, Mitel Cloud remains indirectly owned by Mitel DE.

The Transaction was seamless and communicated to Mitel Cloud's customers, and in no event will it result in the discontinuance or material reduction, loss, or impairment of service to customers, except as otherwise previously agreed by the parties under contract. All existing customers of Mitel Cloud will continue to be served by Mitel Cloud pursuant to its existing authorizations, at existing rates, terms and conditions. For the Commission's reference, charts depicting the current and post-closing entity ownership structure of the Parties are provided as Exhibit A.

**IV. PUBLIC INTEREST ANALYSIS**

The Transaction is part of internal restructuring due to the previous purchase and transfer of ShoreTel, Inc. The Transaction aims to serve the public interest in that it was designed to strengthen the Mitel entities overall, while maintaining the managerial, technical, and financial resources available to the Parties. The Transaction was structured to have no material adverse impact on Mitel Cloud's current customers, who will continue to receive their existing services at the same rates, terms and conditions as at present, except as otherwise previously agreed by the parties under contract. It is currently intended that Mitel Cloud's present management team remain with the Company, continuing to direct day-to-day operations.

**V. CONCLUSION**

The Parties respectfully request that the Commission note the Transaction for its records, grant any necessary approval of the transaction, and waive any applicable public notice and hearing requirements.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope. Please contact the undersigned if there are any questions regarding this filing.

Respectfully submitted,

Mitel Networks Corporation  
Mitel US Holdings, Inc.  
Mitel (Delaware), Inc.  
Mitel Networks, Inc.  
Mitel Cloud Services, Inc.



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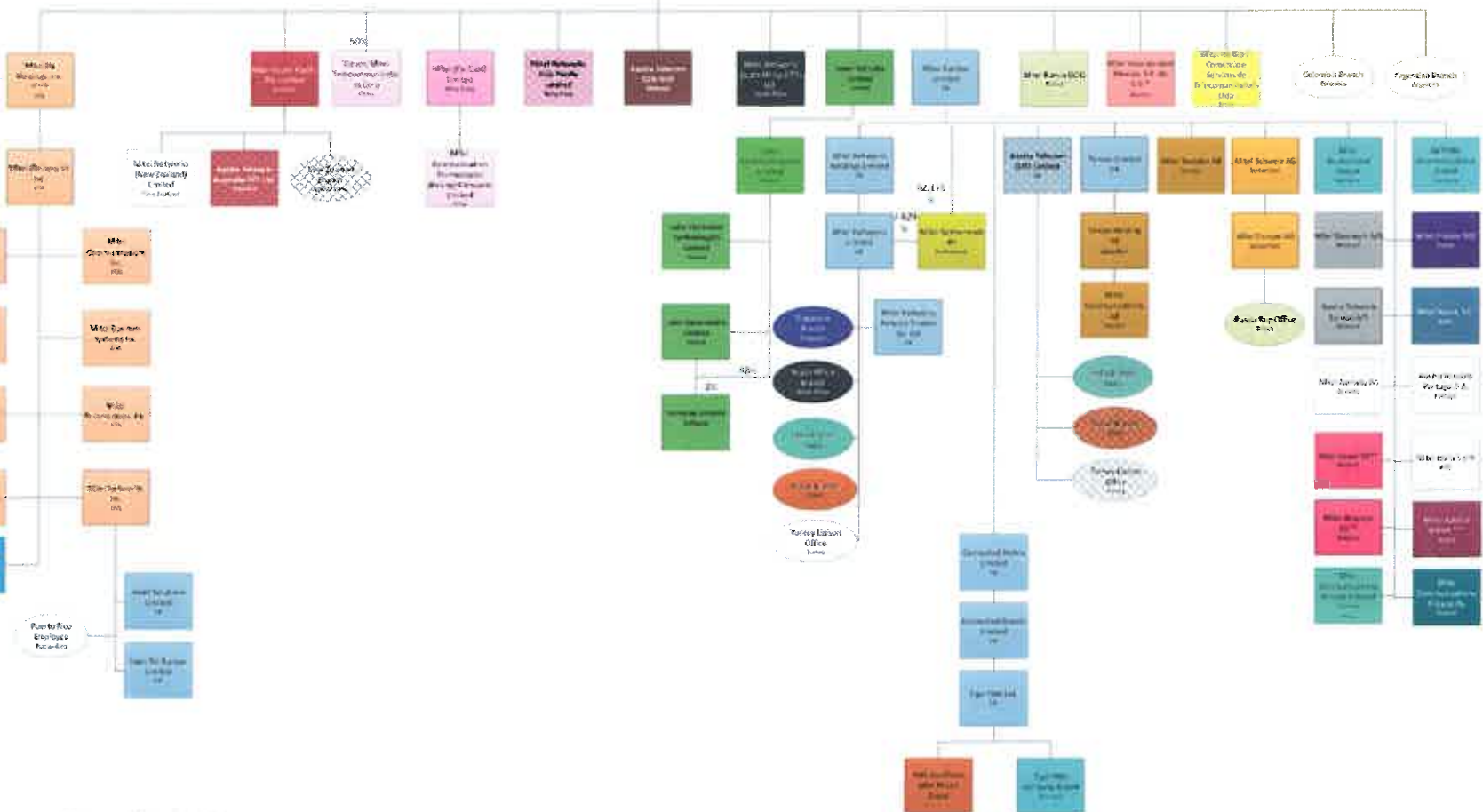
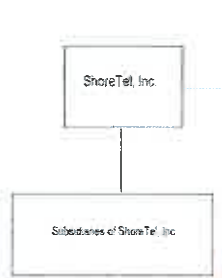
*Its Counsel*

Enclosures

## Exhibit A

Pre Close

Mitel Networks Corporation  
Private



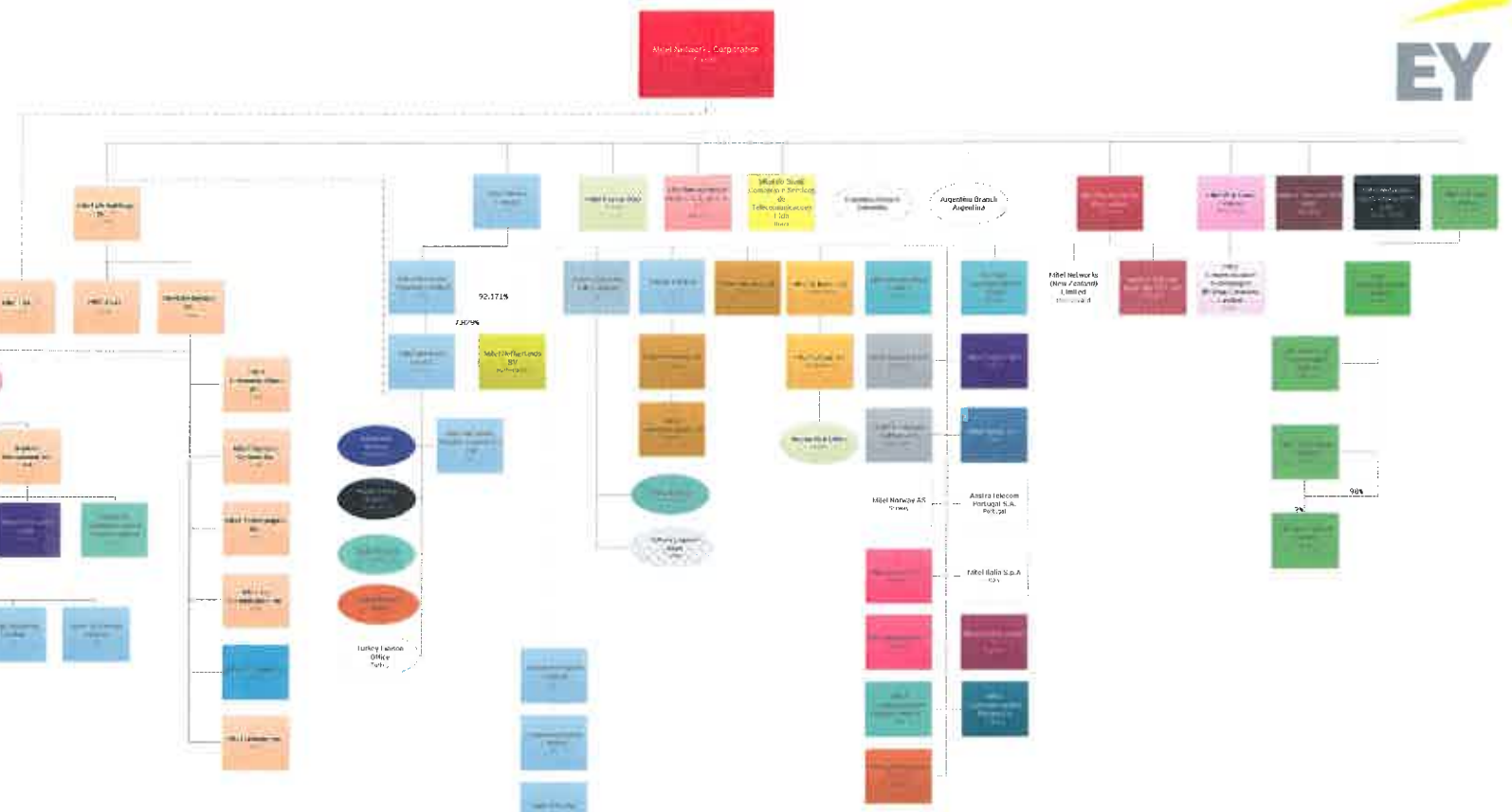
**Mitel Name Changes**

Current Name	Former Name
Mitel (UK) Limited	Austria Telecom (UK) Limited
Mitel Austria GmbH	Austria Telekom Austria
Mitel Belgium SA	Austria Telekom Belgium SA
Mitel Cloud Services of Virginia, Inc.	Mitel Telecommunications of Virginia, Inc.
Mitel Cloud Services, Inc.	Mitel Networks, Kansas, Inc.
Mitel Communications Technologies (Beijing) Company Limited	Austria Telekom (China) Technology (Beijing) Company Limited
Mitel Communications AB	Ericsson AB
Mitel Communications Finland Oy	Austria Telekom Oy
Mitel Communications Inc.	Austria USA, Inc.
Mitel Denmark A/S	Austria Telekom Denmark A/S
Mitel Deutschland GmbH	Austria Telekom Germany
Mitel Europe AG	Austria Europe AG
Mitel France SAS	Austria France SAS
Mitel Incorporation Mexico, S.A. de C.V.	Austria Incorporated Mexico, S.A. de C.V.
Mitel Italia S.p.A.	Austria Italia S.p.A.
Mitel Korea Ltd.	Austria Korea Ltd.
Mitel Netherlands B.V.	Austria Telekom Netherlands B.V.
Mitel Networks South Africa (PTY) Ltd.	Austria Telekom South Africa (Proprietary) Limited
Mitel Norway AS	Austria Telekom Norway AS
Mitel Poland S.p. z o.o.	Austria Telekom Poland
Mitel Schweiz SAS	Austria Telekom Schweiz AG
Mitel Spa S.r.l.	Austria Telekom S.r.l.
Mitel Sweden AB	Austria Telekom Sweden AB
Mitel Taiwan Corporation Services	Austria Telekom (Taiwan) Inc. (Private) Corporation Ltd.

\* Mitel Networks Limited owns 100% of Entity  
 \*\* Mitel Networks Corporation owns less than 25% interest in Entity  
 \*\*\* Mitel Austria GmbH Slovenia, Poland and Czech Republic employees and a rep office in Hungary  
 \*\*\*\* Mitel Networks Limited owns 1,000 Non-Voting Class A Preference Shares  
 \*\*\*\*\* Mitel Europ Limited owns 99% of this Entity and an individual, Srdoljeto Stizak owns 1% of Entity  
 ☒ To be dissolved

Post Close





Current Name	Mitel Name Changes	Former Name
Mitel (Far East) Limited		Aastra Telecom (Far East) Limited
Mitel Austria GmbH		Aastra Austria GmbH
Mitel Belgium SA		Aastra Belgium SA
Mitel Cloud Services of Virginia, Inc.		Mitel NetSolutions of Virginia, Inc.
Mitel Cloud Services, Inc.		Mitel NetSolutions, Inc.
Mitel Communication Technologies (Bellingham) Company Limited		Aastra Communication Technologies (Bellingham) Company Limited
Mitel Communications AB		Telepo AB
Mitel Communications Finland Oy		Aastra Finland Oy
Mitel Communications Inc.		Aastra USA Inc.
Mitel Denmark A/S		Aastra Telecom Denmark A/S
Mitel Deutschland GmbH		Aastra Deutschland GmbH
Mitel Europe AG		Aastra Europe AG
Mitel France SAS		Aastra France SAS
Mitel Incorporated Mexico, S.A. de C.V.		Aastra Incorporated Mexico, S.A. de C.V.
Mitel Italia S.p.A.		Aastra Italia S.p.A.
Mitel Lease SA		Aastra Lease SA
Mitel Netherlands BV		Aastra Telecom Netherlands BV
Mitel Networks South Africa (PTY) Ltd.		Aastra Telecom South Africa (Proprietary) Limited
Mitel Norway AS		Aastra Telecom Norway AS
Mitel Russia OOO		Aastra MIS OOO
Mitel Schweiz AG		Aastra Telecom Schweiz AG
Mitel Spain, S.L.		Aastra Telecom S.L.
Mitel Sweden AB		Aastra Telecom Sweden AB
Mitel Do Brasil Comercio e Servicos De Telecomunicacoes Ltda.		Aastra Telecom Do Brasil Industria e Comercio Ltda.

- (1) Mitel Networks Limited owns 1% of Entity
- (2) Mitel Networks Corporation owns less than 1% interest in Entity
- (3) Mitel Austria GmbH Slovenia, Poland and Czech Republic employees and a rep office in Hungary
- (4) Mitel Networks Limited owns 1,000 Non-Voting Class A Preference Shares
- (5) Mitel Europe Limited owns 99% of this Entity and an Individual, Slobodan Srinath owns 1% of Entity
- (6) Mitel Networks Corporation owns 4,346 preferred shares of MNC I Inc.

To be dissolved