

EXHIBIT C

Docket No. 18-2480-02

FCC Application

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May 17, 2018

VIA ECFS and IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

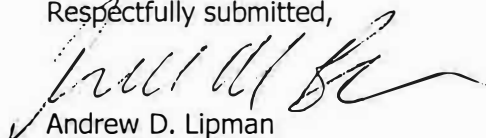
Re: Joint Application of MLN TopCo Ltd., Mitel Networks Corporation, and Mitel Cloud Services, Inc. f/k/a Mitel NetSolutions, Inc., for Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Transfer Indirect Control of Domestic and International Section 214 Authorization Holder to MLN TopCo Ltd.

Dear Secretary Dortch:

On behalf of MLN TopCo Ltd., Mitel Networks Corporation, and Mitel Cloud Services, Inc. f/k/a Mitel NetSolutions, Inc., enclosed for filing is an application pursuant to Section 214 of the Communications Act of 1934, as amended, for authority to transfer indirect control of Mitel Cloud Services, Inc. f/k/a Mitel NetSolutions, Inc. to MLN TopCo Ltd. This filing and a valid credit card payment in the amount of \$1,130.00, which satisfies the filing fee required for this Application under Section 1.1105 of the Commission's Rules, are being submitted electronically through ECFS and the Fee Filer System.

Please direct any questions regarding this filing to the undersigned. Please do not hesitate to contact us with any questions.

Respectfully submitted,



Andrew D. Lipman

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

| | | |
|---|---|-------------------------------|
| In the Matter of the Joint Application of |) | |
| |) | |
| MLN TopCo Ltd. , Transferee, |) | |
| |) | |
| and |) | |
| |) | |
| Mitel Networks Corporation , Transferor, |) | WC Docket No. 18-_____ |
| |) | |
| and |) | IB File No. ITC-T/C-2018_____ |
| |) | |
| Mitel Cloud Services, Inc. f/k/a Mitel |) | |
| NetSolutions, Inc. , Licensee |) | |
| |) | |
| for authority pursuant to Section 214 of the |) | |
| Communications Act of 1934, as amended, |) | |
| to Transfer Indirect Control of Domestic and |) | |
| International Section 214 Authorization Holder |) | |
| to MLN TopCo Ltd. |) | |

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules,² MLN TopCo Ltd. (“TopCo” or “Transferee”); Mitel Networks Corporation (“Mitel” or “Transferor”); and Mitel Cloud Services, Inc. (“MCSI” or “Licensee”) (collectively, “Applicants”), by their undersigned representatives, request Commission consent to transfer indirect control of Licensee, which holds domestic and international Section 214 authorizations, to TopCo. Such authority is necessary to complete a transaction (detailed below) whereby TopCo will become the indirect parent of

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18 and 63.24.

Licensee (the “Transaction”).³ Diagrams depicting the pre- and post-Transaction corporate ownership structures are appended hereto as **Exhibit A**. The Section 214 authorizations currently held by MCSI will continue to be held by MCSI following consummation of the proposed Transaction, which will be transparent to customers. There are no overlapping or adjacent local exchange service territories between MCSI and any subsidiary of TopCo. A description of how the Transaction will serve the public interest is attached as **Exhibit B**.

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Transferee – MLN TopCo Ltd.

TopCo is a Cayman Islands exempted company (an incorporated entity) formed for the purposes of implementing the Transaction. TopCo is a wholly owned subsidiary of Searchlight II MLN, L.P., a Cayman Islands exempted limited partnership and master aggregator of an investor group led by funds affiliated with Searchlight Capital Partners, L.P. (“Searchlight”). Searchlight is a leading private equity investment group, and has worked successfully in partnership with leading businesses throughout North America and Europe. Searchlight derives value through thoughtful strategic direction, operational expertise and deep industry knowledge. Searchlight’s funds invest in companies across various sectors, including communications, media, consumer and business services.

B. Transferor - Mitel Networks Corporation

Mitel, a widely-held Canadian business corporation (NASDAQ: MITL), is a leading global provider of cloud and on-site communications and collaboration solutions for business

³ Applicants also note that on May 15, 2018 and May 16, 2018, MCSI and Mitel filed notices of the *pro forma* transfer of control of MCSI from Mitel (Delaware), Inc. to Mitel Networks, Inc. (f/k/a ShoreTel, Inc.), resulting from an internal restructuring, via ECFS and IBFS, respectively.

customers, serving more than 70 million end users around the world. Since 2011, Mitel has fundamentally reoriented its business from an on-site or premise-based unified communications and telephony business to become a diverse global market leader with established positions in next-generation cloud and enterprise markets. These solutions enable customers to realize significant cost benefits and to conduct business more efficiently and effectively by enabling enhanced communications, information sharing and collaboration within a business and with customers, partners and suppliers. Mitel is headquartered in Ottawa, Canada, with offices, partners and resellers worldwide.

To the knowledge of Mitel, no entities currently hold or control a 10% or greater ownership interest in Mitel. Mitel is the indirect parent company of MCSI.⁴ Additional detail about Mitel can be found at <https://www.mitel.com/>.

C. Licensee - Mitel Cloud Services, Inc.

MCSI, a Texas corporation and wholly owned indirect subsidiary of Mitel, holds blanket domestic Section 214 authority to provide interstate telecommunications services, and holds international Section 214 authority to provide resold international services pursuant to FCC File No. ITC-214-19920731-00066.⁵ MCSI resells local communications services; domestic and international long-distance services; calling card services; 800 services; dedicated data services; Internet, DSL, MPLS services and Web voice and videoconferencing; disaster recovery solutions; and network monitoring and management. MCSI resells these services through its agreements with major U.S. long-distance carriers. In addition, MCSI is licensed as a

⁴ Mitel's 100% indirect interest in MCSI is held through a series of intermediate companies. See Exhibit A.

⁵ *See also* IBFS File No. ITC-T/C-20070608-00221 (transferring control from Inter-Tel (Delaware), Inc. to Mitel) (granted Dec. 19, 2007).

competitive local exchange and interexchange carrier throughout the United States, and registered as an interconnected VoIP provider and wireless/CMRS reseller in numerous states.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Arrangement Agreement (the “Agreement”), dated as of April 23, 2018, by and between Mitel, MLN AcquisitionCo ULC (“MLN”),⁶ and TopCo, MLN will acquire all of the issued and outstanding common shares in the capital of Mitel in an all-cash transaction valued at approximately \$2.0 billion, including Mitel’s net debt. Subsequently, Mitel and MLN will amalgamate under Canadian law to form a new combined entity, Mitel Networks ULC (“New Mitel”), a British Columbia unlimited liability company. The shares in Mitel’s U.S. subsidiaries will be transferred from New Mitel to MLN US HoldCo LLC, a Delaware limited liability company, through a series of steps. As a result, at the closing of the Transaction, Licensee will become a wholly owned indirect subsidiary of TopCo through a number of intermediate holding companies.

After the Transaction closes, Robert Agnes, the current Director, Chairman and President of MCSI, will continue to serve in his existing role. The Transaction will occur entirely at the holding company level and will have no adverse impact on Licensee’s customers. As such, the Transaction will not result in service disruption, termination, or customer confusion. Diagrams depicting the pre- and post-Transaction corporate ownership structure of Licensee are appended hereto at Exhibit A.

⁶ MLN AcquisitionCo ULC is an unlimited liability company organized under the laws of British Columbia, Canada, formed for purposes of effectuating the Transaction. As discussed herein, MLN will be amalgamated into New Mitel and will have no separate existence after the Transaction is completed.

III. INFORMATION REQUIRED BY SECTION 63.24(e)

Applicants submit the information below in support of the following requests for consent to the following transfers of control:

- Transfer of indirect control of the international Section 214 authority held by MCSI to TopCo. Authorization File No. ITC-214-19920731-00066;
- Transfer of indirect control of domestic Section 214 authorizations held by MCSI to TopCo.

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

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Sections 63.18(a)-(d) and (h)-(p) in support of this Application:

Responses to Section 63.18(a)-(d)

(a) Name, address, and telephone number of each applicant

Transferee:

MLN TopCo Ltd.
c/o Searchlight Capital Partners, L.P.
745 Fifth Avenue – 27th Floor
New York, NY 10151
(416) 687-6590

FRN: 0027498377

Transferor:

Mitel Networks Corporation
350 Legget Drive
Ottawa, Ontario K2K 2W7
Canada
(613) 592-2122

FRN: 0016565152

Licensee:

Mitel Cloud Services, Inc.
1146 North Alma School Rd.
Mesa, AZ 85201
(613) 592-2122

FRN: 0003736378

(b) Place of organization

Transferee:

TopCo is a Cayman Islands exempted company.

Transferor:

Mitel is a Canadian corporation.

Licensee:

MCSI is a Texas corporation.

(c) Name, title, post office address, and telephone number of official and any other contact point (Answer to Question 10)

Correspondence concerning these applications should be directed to:

For Transferee:

Nadir Nurmohamed
Searchlight Capital Partners, L.P.
22 Adelaide Street West
35th Floor
Toronto, ON M5H 4E3
Canada
Tel: 416-687-6590
Fax: 416-352-5001
nnurmohamed@searchlightcap.com

with a copy to:

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For Mitel and MCSI:

Gregory Hiscock
VP, General Counsel & Corporate Secretary
Mitel Networks Corporation
350 Legget Drive
Ottawa, Ontario K2K 2W7
CANADA
Tel: 613-691-3813
Fax: 613-591-2322
greg.hiscock@mitel.com

with a copy to:

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2001 K Street, NW
Washington, DC 20006-1047
Tel: 202-223-7323
Fax: 202-204-7371
pcampbell@paulweiss.com

(d) Statement as to whether applicants have previously received authority under Section 214

Transferee: TopCo does not hold international or domestic (interstate) Section 214 authorization.

Transferor: Mitel does not hold international or domestic Section 214 authorization.

Licensee: MCSI is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. MCSI holds international Section 214 authority to provide global resold and facilities-based international services granted in IB File No. ITC-214-19920731-00066.

Responses to Section 63.18(h)-(p)

(h) Post-Transaction Ownership of Licensees (Answer to Questions 11 & 12)

Upon completion of the Transaction, MCSI will become an indirect, wholly owned subsidiary of TopCo. MCSI will be ultimately wholly owned by TopCo and the investor group led by Searchlight affiliates.⁷ Through application of the Commission's ownership attribution

⁷ See the pre- and post-Transaction corporate ownership structures depicted in Exhibit A.

rules, the following entities are expected to hold or control a 10% or greater direct or indirect ownership interest in MCSI upon completion of the Transaction:⁸

| | |
|---------------------|---|
| Name: | Mitel Networks, Inc. |
| Address: | 1146 North Alma School Rd. Mesa, AZ 85201 |
| Citizenship: | United States (Delaware) Corporation |
| Principal Business: | Operating Company |
| % Interest: | 100% directly in MCSI |
| Name: | Mitel (Delaware), Inc. |
| Address: | 1146 North Alma School Rd. Mesa, AZ 85201 |
| Citizenship: | United States (Delaware) Corporation |
| Principal Business: | Operating Company |
| % Interest: | 100% indirectly in MCSI (as 100% stockholder of Mitel Networks, Inc.) |
| Name: | Mitel US Holdings, Inc. |
| Address: | 1146 North Alma School Rd. Mesa, AZ 85201 |
| Citizenship: | United States (Delaware) Corporation |
| Principal Business: | Holding Company |
| % Interest: | 100% indirectly in MCSI (as 100% stockholder of Mitel (Delaware), Inc.) |
| Name: | MLN US HoldCo LLC |
| Address: | c/o Searchlight Capital Partners, L.P. 745 Fifth Avenue – 27 th Floor New York, NY 10151 |
| Citizenship: | United States (Delaware) Limited Liability Company |
| Principal Business: | Holding Company |
| % Interest: | 100% indirectly in MCSI (as 100% stockholder of Mitel US Holdings, Inc.) |

⁸ Unless otherwise noted, each limited partnership listed in this section will have certain other limited partners that are insulated in accordance with Commission rules and will not exercise any control over the entity. None of these other limited partners will have a 10% indirect ownership interest in Transferee or Licensee. If any investment causes an entity or individual not already disclosed herein to obtain a 10% or greater interest in Transferee, Applicants will update the information in this Application.

Name: MLN US TopCo Inc.
Address: c/o Searchlight Capital Partners, L.P.
745 Fifth Avenue – 27th Floor
New York, NY 10151
Citizenship: Delaware Corporation
Principal Business: Holding Company
% Interest: 100% indirectly in MCSI (as 100% stockholder of MLN US HoldCo LLC)

Name: MLN UK HoldCo Ltd.
Address: c/o Searchlight Capital Partners, L.P.
745 Fifth Avenue – 27th Floor
New York, NY 10151
Citizenship: U.K. Limited Company (incorporated)
Principal Business: Holding Company
% Interest: 100% indirectly in MCSI (as 100% stockholder of MLN US TopCo Inc.)

Name: MLN TopCo Ltd.
Address: c/o Searchlight Capital Partners, L.P.
745 Fifth Avenue – 27th Floor
New York, NY 10151
Citizenship: Cayman Islands exempted company (incorporated)
Principal Business: Holding Company
% Interest: 100% indirectly in MCSI (as 100% stockholder of MLN UK HoldCo Ltd.)

Name: Searchlight II MLN, L.P. (“Master Aggregator LP”)
Address: c/o Searchlight Capital Partners, L.P.
745 Fifth Avenue – 27th Floor
New York, NY 10151
Citizenship: Cayman Islands exempted limited partnership
Principal business: Holding Partnership
% Interest: 100% indirectly in MCSI (as 100% stockholder of MLN TopCo Ltd.)

| | |
|---------------------|---|
| Name: | Searchlight Capital II MLN GP, Ltd. (“Aggregator GP”) |
| Address: | c/o Searchlight Capital Partners, L.P. 745 Fifth Avenue – 27 th Floor New York, NY 10151 |
| Citizenship: | Cayman Islands limited company (incorporated) |
| Principal business: | Holding Company General Partner |
| % Voting Interest: | 100% indirectly in MCSI (as General Partner of Master Aggregator LP and Aggregator LP, as defined below) |
| % Equity Interest: | Less than 1% |

Aggregator GP is controlled by two shareholders, each of which is also a limited partner in Master Aggregator LP, and therefore are listed below the following paragraph.

Upon completion of the proposed Transaction, the following entities will each be a direct limited partner of Master Aggregator LP. While all ten percent or greater investors are reflected in this filing, the precise, post-closing equity interests of investors in these entities have not been finalized. Thus, the precise allocation of ownership of Master Aggregator LP is uncertain at this time. Information regarding each direct limited partner of Master Aggregator LP, and its most recently known ownership allocation, is set forth below.

| | |
|---------------------|---|
| Name: | Searchlight Capital II, L.P. |
| Address: | c/o Searchlight Capital Partners, L.P. 745 Fifth Avenue – 27 th Floor New York, NY 10151 |
| Citizenship: | Cayman Islands exempted limited partnership |
| Principal business: | Holding Partnership |
| % Voting Interest: | 100% indirectly in MCSI (as 50% stockholder of Aggregator GP) |
| % Equity Interest: | 24% indirectly (as limited partner of Master Aggregator LP) |

| | |
|---------------------|---|
| Name: | Searchlight Capital II PV, L.P. |
| Address: | c/o Searchlight Capital Partners, L.P. 745 Fifth Avenue – 27 th Floor New York, NY 10151 |
| Citizenship: | Cayman Islands exempted limited partnership |
| Principal business: | Holding Partnership |
| % Voting Interest: | 100% indirectly in MCSI (as 50% stockholder of Aggregator GP) |
| % Equity Interest: | 16% indirectly in MCSI (as limited partner of Master Aggregator LP) |

| | |
|---------------------|---|
| Name: | Searchlight II MLN (CD), L.P. ("Aggregator LP") |
| Address: | c/o Searchlight Capital Partners, L.P. 745 Fifth Avenue – 27 th Floor New York, NY 10151 |
| Citizenship: | Cayman Islands exempted limited partnership |
| Principal business: | Holding Partnership |
| % Voting Interest: | None |
| % Equity Interest: | 100% indirectly in MCSI (as 53% limited partner of Master Aggregator LP) |

Aggregator LP is controlled by its general partner, Aggregator GP, which is identified above. The following entities will each be a limited partner of Aggregator LP.

| | |
|---------------------|---|
| Name: | Searchlight Capital II PV MLN AIV, L.P. |
| Address: | c/o Searchlight Capital Partners, L.P. 745 Fifth Avenue – 27 th Floor New York, NY 10151 |
| Citizenship: | Cayman Islands exempted limited partnership |
| Principal business: | Holding Partnership |
| % Voting Interest: | None |
| % Equity Interest: | 26% indirectly in MCSI (as 26% limited partner of Aggregator LP) |

| | |
|---------------------|---|
| Name: | Searchlight Capital II MLN Co-invest Partners, L.P. |
| Address: | c/o Searchlight Capital Partners, L.P. 745 Fifth Avenue – 27 th Floor New York, NY 10151 |
| Citizenship: | Cayman Islands exempted limited partnership |
| Principal business: | Holding Partnership |
| % Voting Interest: | None |
| % Equity Interest: | 100% indirectly in MCSI (as 74% limited partner of Aggregator LP) |

The controlling general partner of each limited partner of Master Aggregator LP is Searchlight Capital Partners II GP, L.P., which, in turn, is controlled by Searchlight Capital Partners II GP, LLC.

Name: Searchlight Capital Partners II GP, L.P. ("SCP LP")
 Address: c/o Searchlight Capital Partners, L.P.
 745 Fifth Avenue – 27th Floor
 New York, NY 10151
 Citizenship: Cayman Islands exempted limited partnership
 Principal business: Holding Partnership
 % Interest: 100% indirectly in MCSI (as General Partner of each of the
 limited partners except Master Aggregator LP and
 Aggregator LP)

Name: Searchlight Capital Partners II GP, LLC ("SCP LLC")
 Address: 745 5th Ave, 27th Floor
 New York, NY 10151
 Citizenship: United States (Delaware) limited liability company
 Principal business: Holding Company
 % Interest: 100% indirectly in MCSI (as General Partner of SCP LP)

Name: Eric Zinterhofer
 Address: 745 5th Ave, 27th Floor
 New York, NY 10151
 Citizenship: United States
 Principal business: Individual
 % Interest: 33% indirectly in MCSI (with 33% membership interest
 in SCP LLC)

Name: Erol Uzumeri
 Address: 745 5th Ave, 27th Floor
 New York, NY 10151
 Citizenship: Canada
 Principal business: Individual
 % Interest: 33% indirectly in MCSI (with 33% membership interest
 in SCP LLC)

Name: Oliver Haarmann
 Address: 745 5th Ave, 27th Floor
 New York, NY 10151
 Citizenship: Germany
 Principal business: Individual
 % Interest: 33% indirectly in MCSI (with 33% membership interest
 in SCP LLC)

Finally, the following entities will have a 10% or greater indirect equity interest in TopCo
 by virtue of their limited partnership interests in one or more of the entities identified above:

Name: PSP Investments

Address: 1 Queen Street East, Suite 2500
Toronto, ON M5C 2W5
CANADA
Citizenship: Canadian public pension plan
Principal business: Pension Plan
% Equity Interest: 26% indirectly in MCSI (based on a 56% direct ownership interest in Searchlight Capital II PV MLN AIV, L.P.)

Name: Canadian Pension Plan Investment Board
Address: 1 Queen Street East, Suite 2500
Toronto, ON M5C 2W5
CANADA
Citizenship: Canadian public pension plan
Principal business: Pension Plan
% Equity Interest: 50% indirectly in MCSI (based on an 42% ownership interest in Searchlight Capital II PV MLN AIV, L.P. and a 39% interest in Searchlight Capital II MLN Co-invest Partners, L.P.)

Name: British Columbia Investment Management Corporation
Address: 750 Pandora Avenue
Victoria, BC V8W 0E4
CANADA
Citizenship: Canadian public pension plan
Principal business: Pension Plan
% Equity Interest: 36% indirectly in MCSI (based on a 36% direct ownership interest in Searchlight Capital II MLN Co-invest Partners, L.P.)

TopCo does not have any interlocking directorates with foreign carriers.

(i) Foreign Carrier Affiliates (Answer to Question 14)

By its signature below, TopCo certifies that it is not a foreign carrier, but is affiliated with a foreign carrier pursuant to Section 63.09(d) and (e). Specifically, TopCo is affiliated with Eolo SpA (“Eolo”), a broadband provider operating in Italy. Upon completion of the Transaction, MCSI will become affiliated with Eolo through common indirect ownership by the Searchlight-managed investor group.

(j) Operation to Foreign Destinations (Answer to Question 15)

By its signature below, Transferee certifies that following the Transaction, Licensee will provide services between the United States and multiple countries including Italy—the only country in which Transferee owns more than 25% of the capital stock of a foreign carrier. Italy is a member of the World Trade Organization.

(k) Foreign Carrier Certification

Transferee certifies that each country listed in (i) above is a Member of the World Trade Organization (“WTO”). Eolo is not on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, Eolo offers services in competition with dominant foreign carriers and others.

(m) Non-dominant Status

Pursuant to Section 63.10(a)(3) of the Commission’s Rules, the Applicants request non-dominant status for MCSI and its affiliates on all routes between the United States and Italy. The foreign carrier affiliate is not a dominant provider in Italy, and lacks a 50 percent market share in the international transport and local access markets on the foreign end of the route. Accordingly, the foreign carrier lacks sufficient market power on the foreign end of the international route to affect competition adversely in the U.S. market.

(n) No Special Concessions

Applicants certify that they have 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.

(o) Anti-Drug Abuse Act Certification

Applicants certify that no 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.

(p) Eligibility for Streamlined Processing

The Applicants qualify for streamlined processing because, as described above, none of the scenarios outlined in Section 63.12(c) of the Commission's rules apply. Accordingly, the Applicants request streamlined processing treatment for the application to transfer control of the international Section 214 authorizations pursuant to Section 63.12 of the Commission's Rules.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO TRANSFER OF DOMESTIC 214 AUTHORIZATION

In support of the Applicants' request for consent to transfer control to TopCo of the domestic Section 214 authorizations held by MCSI, the following information is submitted pursuant to Section 63.04 of the Commission's Rules.

A. Section 63.04(a)(6) – Description of the transaction

A description of the Transaction is set forth at Section II above and demonstration of how the transaction will serve the public interest is attached at Exhibit B.

B. Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee (and affiliates) offer domestic telecommunications services, and what services are provided in each area

TopCo does not itself provide telecommunications services. MCSI provides domestic resold local, intrastate and/or interstate telecommunications services on a retail basis in every state in the United States plus the District of Columbia.

C. Section 63.04(a)(8) – Statement as to how the Application qualifies for streamlined treatment

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, Applicants meet the presumptive streamlined categories set forth in Section 63.03(b)(2)(i) because, immediately following the Transaction, Transferee (and its Affiliates as defined in the Act) will have a market share in the interstate, interexchange market of less than 10 percent, and Transferee (and its Affiliates as defined in the Act) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction. None of the applicants are dominant with respect to any service. *See* 47 C.F.R. 63.03(b)(2)(i).

D. Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction

This application is the only Application currently pending before the Commission in connection with the proposed Transaction.

E. Section 63.04(a)(10) – Statement of whether the Applicants request special consideration because either party is facing imminent business failure

The Applicants are not requesting special consideration because no parties to this transaction are facing imminent business failure.

F. Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this Application

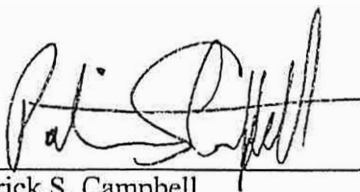
No separately filed waiver requests are sought in conjunction with this application.

G. Section 63.04(a)(12) – Statement showing how grant of the Application will serve the public interest, convenience and necessity

A demonstration of how the Transaction will serve the public interest, convenience, and necessity is attached at **Exhibit B.**

VI. CONCLUSION

For the reasons stated above and in Exhibit B to this application, the Applicants respectfully request that the Commission grant these applications for consent to transfer indirect control of international and domestic Section 214 authorizations of Licensee from Transferor to Transferee.



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Date: May 17, 2018

VI. CONCLUSION

For the reasons stated above and in Exhibit B to this application, the Applicants respectfully request that the Commission grant these applications for consent to transfer indirect control of international and domestic Section 214 authorizations of Licensee from Transferor to Transferee.

Respectfully submitted,



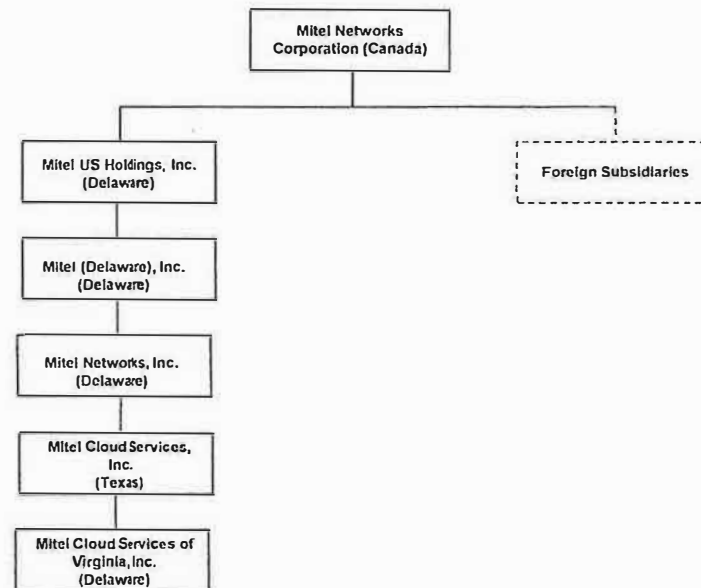
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Date: May 17, 2018

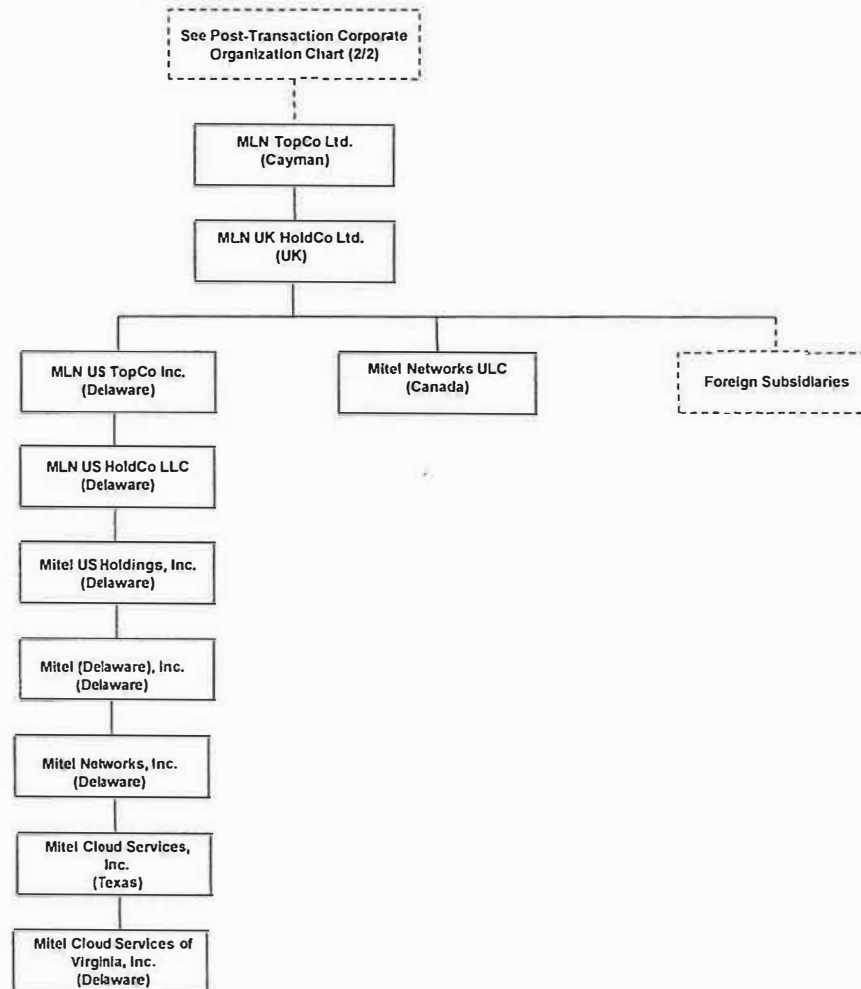
EXHIBIT A
PRE-AND POST-TRANSACTION ORGANIZATION CHARTS

Pre-Transaction Corporate Organization Chart



* All solid lines in this chart represent 100% ownership. The entities listed herein only include entities that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the United States or (2) hold a 10% or greater direct or indirect ownership interest in the chain of ownership of those entities, based on FCC ownership attribution rules. The chart excludes subsidiaries and affiliates of MLN TopCo Ltd. that do not hold authorization to provide telecommunications services in the United States.

Post-Transaction Corporate Organization Chart (1/2)

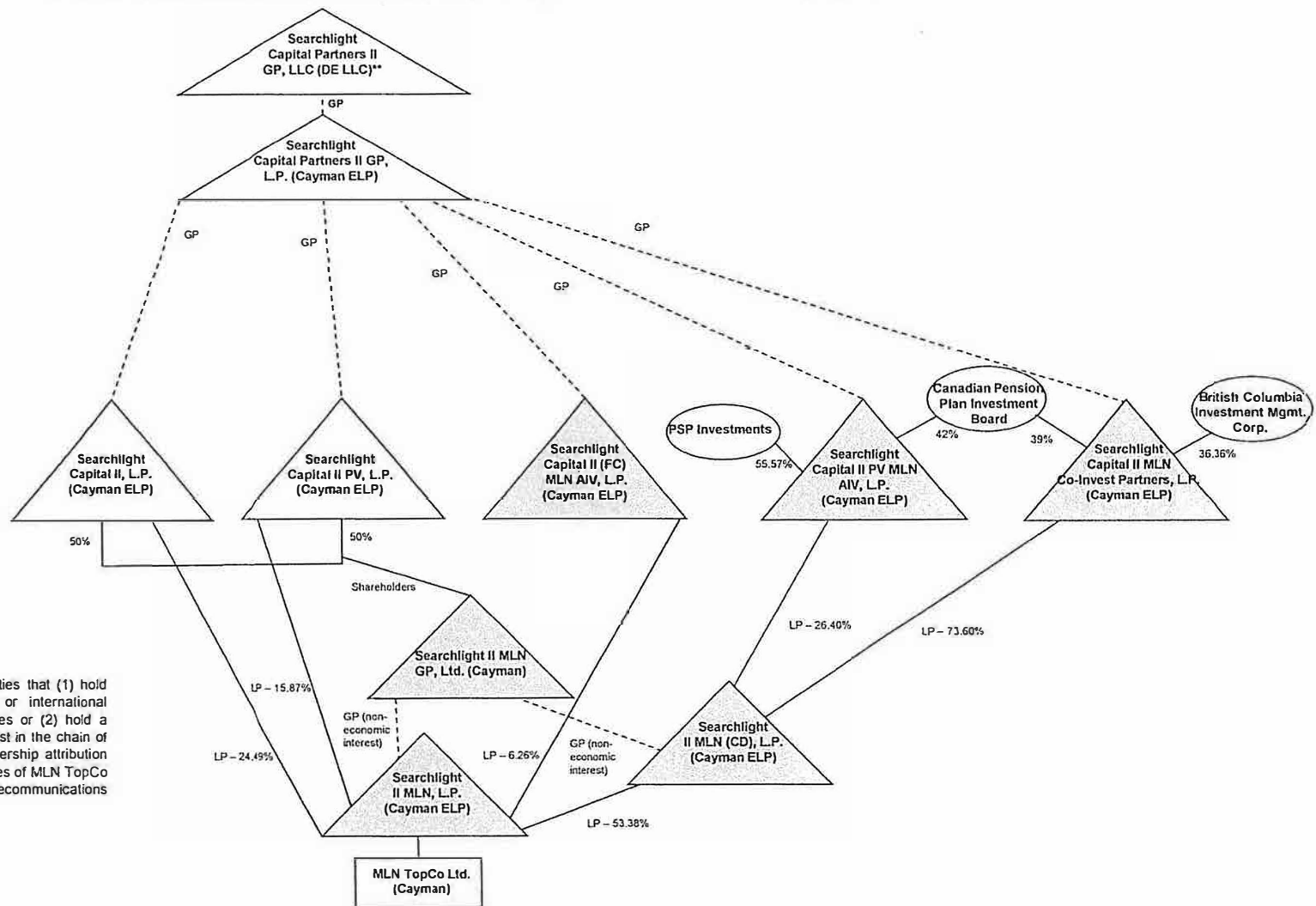


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Post-Transaction Corporate Organization Chart (2/2)

Key:

---- = general partner interest



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EXHIBIT B - PUBLIC INTEREST STATEMENT

A. The Transaction Satisfies the Commission's Public Interest Test

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience, and necessity.¹ In making such a determination, the Commission first assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules.”² Second, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”³ Third, where a transaction raises no public interest harms or where any such harms can be ameliorated by narrowly tailored conditions, the Commission considers the transaction’s public interest benefits, with the

¹ See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

² See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) (“*Softbank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) (“*Qwest-CenturyLink Order*”).

³ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

applicants bearing the burden of proving those benefits by a preponderance of the evidence.⁴ Finally, if the Commission finds that narrowly tailored, transaction-specific conditions would ameliorate any public interest harms for a transaction that is otherwise in the public interest, it may approve the transaction as so conditioned.⁵

The proposed Transaction would not violate any provision of the Communications Act of 1934, as amended (the “Act”) or any Commission rule, nor would it substantially frustrate or impair the Commission’s implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the proposed Transaction will offer substantial public interest benefits without any material countervailing harms. In the absence of any such harms, the Applicants believe that transaction-specific conditions are unnecessary.

B. The Proposed Transaction Will Serve the Public Interest

Consummation of the proposed Transaction will serve the public interest, convenience, and necessity by providing MCSI with access to Transferee and the Searchlight-managed investor group’s financial and operational expertise, permitting MCSI to continue to provide robust unified communications solutions to its customers and to better compete in the telecommunications marketplace. Transferee and its affiliates will seek to build on MCSI’s existing assets, support investment in new infrastructure and continue to offer innovative and high-quality services to existing customers.

⁴ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9586 ¶ 10. In earlier transactions, the Commission weighed any potential public interest harms of the proposed transaction against any potential public interest benefits. See *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9650-51 ¶ 23 (citation omitted).

⁵ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9586 ¶ 11.

The proposed Transaction will have no adverse impact on customers and will not alter the manner of service delivery or billing. Transferee further intends that MCSI's existing management team will remain in place, and that MCSI's managerial, technical and operational standards will be maintained. MCSI will continue to comply with existing contracts and tariffs, as applicable, subject to change in the ordinary course of business and in accordance with applicable law.

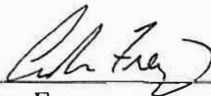
C. The Proposed Transaction Would Not Create Any Anti-Competitive Effects

The Proposed Transaction would create no new combinations that would adversely affect competition in any domestic market or on any U.S.-international route. Transferee is not, and does not control, and is not affiliated with, any domestic telecommunications providers in the United States. Transferee does not currently control, and is not affiliated with, any foreign carrier regulated as dominant on any U.S.-international route. Transferee's foreign carrier affiliate lacks sufficient market power on the foreign end of the international route to affect competition adversely in the U.S. market.

VERIFICATION

I, Andrew Frey, state that I am an Authorized Person of Searchlight Capital Partners, L.P.; that I am authorized to make this Verification on behalf of Searchlight Capital Partners, L.P. and its affiliates, including MLN TopCo, Ltd. (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11 day of May, 2018.

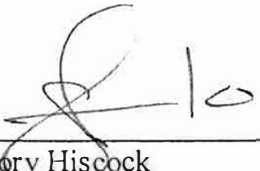


Andrew Frey
Authorized Person
Searchlight Capital Partners, L.P.

VERIFICATION

I, Gregory Hiscock, state that I am Vice President, General Counsel, Corporate Secretary, and Director of Global Ethics & Compliance of Mitel Networks Corporation; that I am authorized to make this Verification on behalf of Mitel Networks Corporation and its subsidiaries, including Mitel Cloud Services, Inc. (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of May, 2018.



Gregory Hiscock
Vice President, General Counsel, Corporate
Secretary, and Director of Global Ethics &
Compliance
Mitel Networks Corporation